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## Red Herring Prospectus

Dated: August 02, 2025

Please read Section 26 & 32 of the Companies Act, 2013

100% Book Built Issue



## CONNPLEX CINEMAS LIMITED

(Formerly known as VCS Industries Limited)

CIN: U74110GJ2015PLC111882

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059	NA	Mrs. Ratika Khandelwal, Company Secretary and Compliance Officer.	Tel. No.: +91 07935289865/ 07935288291 E-mail: <a href="mailto:info@theconnplex.com">info@theconnplex.com</a>	<a href="http://www.theconnplex.com">www.theconnplex.com</a>

**PROMOTERS OF THE COMPANY: MR. ANISH TULSHIBHAI PATEL AND MR. RAHUL KAMLESHBHAI DHYANI**

### DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 51,00,000 Equity Shares of ₹ [●]/- each.	Nil	[●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX AND PURSUANT TO REGULATION 229(1) OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED. For details in relation to share Reservation among QIBs, NIIs and RIIs, see "Issue Structure" on page 250 of this Red Herring Prospectus.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

### RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10.00 each. The Issue Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 92 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to chapter titled "Risk Factors" beginning on Page No. 23 of this Red Herring Prospectus.


### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Equity Shares Issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-Principle Approval letter dated June 11, 2025 from National Stock Exchange of India Limited ("NSE") for using its name in this offer document for listing our shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

### BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 <b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b>	Mr. Nikhil Shah	Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No.: 079 4918 5784

### REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 <b>MUFG Intime India Private Limited</b> (Formerly known as Link Intime India Private Limited)	Mr. Shanti Gopalkrishnan	Email: <a href="mailto:connplex.smeipo@linkintime.co.in">connplex.smeipo@linkintime.co.in</a> Tel. No.: 022-4918 6000

### BID/ISSUE PROGRAMME

<b>ANCHOR INVESTOR PORTION ISSUE OPENS/CLOSES ON:</b>	<b>WEDNESDAY, AUGUST 06, 2025*</b>
<b>BID/ISSUE OPENS ON:</b>	<b>THURSDAY, AUGUST 07, 2025</b>
<b>BID/ISSUE CLOSES ON:</b>	<b>MONDAY, AUGUST 11, 2025</b>

\*Our Company in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.



## CONNPLEX CINEMAS LIMITED

(Formerly known as VCS Industries Limited)

CIN: U74110GJ2015PLC111882

Our Company was originally formed as "Fohatron Power Limited" vide registration no. 284745 under the provisions of Companies Act 2013 pursuant to Certificate of Incorporation dated September 1, 2015 issued by Registrar of Companies, Delhi. Further, the name of our Company was changed to VCS Industries Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi on February 16, 2018. The Registered office of our Company was shifted from Delhi to Gujarat w.e.f., November 18, 2019. Further, the name of our Company was changed to Connplex Cinemas Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Central Processing Centre on August 14, 2024. For further details, please refer to chapter titled "History and Corporate Structure" beginning on page 168 of this Red Herring Prospectus.

**Registered Office:** Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi-380059, Gujarat, India

**Tel No.:** +91- 07935289865/07935288291; **Email:** [info@theconnplex.com](mailto:info@theconnplex.com), **Website:** [www.theconnplex.com](http://www.theconnplex.com)

**Contact Person:** Mrs. Ratika Khandelwal, Company Secretary and Compliance Officer.

### OUR PROMOTERS: MR. ANISH TULSHIBHAI PATEL AND MR. RAHUL KAMLESHBHAI DHYANI

#### THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 51,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF CONNPLEX CINEMAS LIMITED ("CCL" OR "OUR COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS, OF WHICH 2,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION") AND NET ISSUE TO PUBLIC OF 48,44,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ [●] AGGREGATING TO ₹ [●] LAKHS (HEREINAFTER REFERRED TO AS THE "NET ISSUE") THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.70% AND 25.36% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER I.E. FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER I.E. JANSATTA AND GUJRATI EDITION OF THE REGIONAL NEWSPAPER, FINANCIAL EXPRESS, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", REFERRED TO AS THE "DESIGNATED STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation to Non Institutional Investors of which (a) one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots up to such lots equivalent to not more than ₹10.00 lakhs and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹10.00 lakhs provided under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors (who applies for minimum application size) in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled "Issue Procedure" on page 254 of this Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 254 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/- each. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to chapter titled "Risk Factors" beginning on Page No. 23 of this Red Herring Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated June 11, 2025 from National Stock Exchange of India Limited ("NSE") for using its name in this offer document for listing our shares on the SME Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For the purpose of this Issue, the designated Stock Exchange is the National Stock Exchange of India Limited.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

B 1311-1314, Thirteenth Floor, Shilp Corporate Park,

Rajpath Rangoli Road, Thaltej,

Ahmedabad-380054, Gujarat, India.

**Tel. No.:** 079 4918 5784

**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)

**Website:** [www.beelinemb.com](http://www.beelinemb.com)

**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)

**Contact Person:** Mr. Nikhil Shah

**SEBI Registration No.:** INM000012917



**MUFG INTIME INDIA PRIVATE LIMITED**

(Formerly known as Link Intime India Private Limited)

**Address:** C 101, 247 Park, Lal Bahadur Shastri Marg,

Vikhroli (West), Mumbai 400 083, India

**Tel. No.:** +91-22-4918 6000/+91 8108114949

**Email:** [connplex.smeipo@linkintime.co.in](mailto:connplex.smeipo@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance Email:** [connplex.smeipo@linkintime.co.in](mailto:connplex.smeipo@linkintime.co.in)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058

#### BID/ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE	WEDNESDAY, AUGUST 06, 2025*
BID/ISSUE OPENS ON	THURSDAY, AUGUST 07, 2025
BID/ISSUE CLOSURE ON	MONDAY, AUGUST 11, 2025

\*Our Company in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

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## **SECTION I – GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.*

*The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Basis for Issue Price”, “History and Corporate Structure”, “Other Regulatory and Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” on pages 100,159,97,194,92,168,232,207 and 285 respectively, shall have the meaning ascribed to such terms in such sections.*

#### **General Terms**

<b>Term</b>	<b>Description</b>
“CCL”, “the Company”, “our Company” and “CONNPLEX CINEMAS LIMITED”	Connplex Cinemas Limited (formerly known as VCS Industries Limited), a company incorporated in India under the Companies Act 2013 having its Registered office at Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

#### **Company related terms**

<b>Term</b>	<b>Description</b>
AOA / Articles / Articles of Association	Articles of Association of Connplex Cinemas Limited as amended from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as amended.
Auditors/ Statutory Auditors	The Auditors of Connplex Cinemas Limited being M/s Nalin K. Thakkar & Co., Chartered Accountant.
Bankers to the Company	HDFC Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 174 of this Red Herring Prospectus.
CIN	Corporate Identification Number of our Company i.e., U74110GJ2015PLC111882
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Mr. Pujan Ashvinbhai Thakkar
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mrs. Ratika Khandelwal
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Managing Director & Joint Managing Directors of our Company.
Group Companies	Companies with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and also other companies as considered material by our Board of the issuer as disclosed in “Information with Respect to Group Companies” on page 230 of this Red Herring Prospectus.

Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	International Securities Identification Number. In this case being INE0EAS01014.
Joint Managing Director	The Joint Managing Director of our Company being Mr. Rahul Kamleshbhai Dhyani.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “Our Management” on page 174 of this Red Herring Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 07, 2025 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MD or Managing Director	The Managing Director of our Company being Mr. Anish Tulshibhai Patel
MOA / Memorandum of Association	Memorandum of Association of Connplex Cinemas Limited as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditors	The Peer Review Auditors of Connplex Cinemas Limited being M/s A Y & Co., Chartered Accountant.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoters of our Company i.e., Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani. For further details, please refer to section titled “Our Promoters and Promoter Group” beginning on page 189 of this Red Herring Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoter and Promoter Group” beginning on page 189 of this Red Herring Prospectus.
Registered Office	Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059.
Restated Financial Information	The restated audited financial information of the Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, together with the annexure and notes thereto.
RoC/ Registrar of Companies	Registrar of Companies, Ahmedabad
Shareholders	Shareholders of our Company
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Stakeholders Relationship Committee	The Stakeholder’s Relationship Committee of our Board constituted in accordance with section 178(5) of the Companies Act, 2013.
Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Rohit Dantriyal, Mr. Kishanlal, Mrs. Shakuntla Kishanlal, Mr. Shubham Shukla, Mr. Shivank Parashar, Mr. Nitin Gupta and Mr. Sushil Pant.

## ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidder as proof of registration of the bid.
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue to successful Bidders.



Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	The successful bidder to whom the Equity Shares are being / have been issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	<p>The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price.</p> <p>The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager</p>
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	<p>Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.</p> <p>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations</p>
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the bidders for blocking the bid Amount mentioned in the ASBA Form.
ASBA Bidders	Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form including through UPI mode (as applicable).
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Red Herring Prospectus.
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Axis Bank Limited.
Banker to the Issue Agreement	Agreement dated July 15, 2025 entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in "Issue Procedure" on page 254 of this Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter

Bid/Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being August 11, 2025, which shall be published in All India editions of Financial Express (a widely circulated English national daily newspaper), Hindi editions of Jansatta (a widely circulated Hindi national daily newspaper) and Gujarati editions of Financial Express (regional language of Ahmedabad, where our Registered Office is located).</p> <p>Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>
Bid/Issue Opening Date	<p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being August 07, 2025, which shall be published in All India editions of Financial Express (a widely circulated English national daily newspaper), Hindi editions of Jansatta (a widely circulated Hindi national daily newspaper) and Gujarati editions of Financial Express (regional language of Ahmedabad, where our Registered Office is located).</p>
Bid/ Issue Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days</p>
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of this Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker centres notified by the Stock Exchanges where investors can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).

CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the bidders such as their Address, PAN, name of the bidder father/husband, investor status, occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Red Herring Prospectus.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Intermediaries/Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Spread X Securities Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated Stock Exchange	National Stock Exchange of India Limited (SME Platform) ("NSE EMERGE")
DP	Depository Participant
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring prospectus dated January 16, 2025 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs. 10.00 each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.



Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Offer or invitation under this Issue and in relation to whom the Bid cum Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Account	Accounts opened with the Banker to the Issue
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue of up to 51,00,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number.
IPO/ Issue / Issue Size/ Public Issue	Initial Public Offering
Issue/ Issue Size/ Initial Public Offer/ Initial Public Offer/ Initial Public Offering/ IPO	The initial public offering of up to 51,00,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs.
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” page 80 of this Red Herring Prospectus
Issue Price	The Price at which the Equity Shares are being issued/offered by our Company under this Red Herring Prospectus being Rs. [●] per equity share.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE Limited.
Market Making Agreement	The Market Making Agreement dated July 10, 2025 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	Spread X Securities Private Limited
Market Maker Reservation Portion	The reserved portion of 2,56,000 Equity Shares of Rs. 10 each at an Issue price of Rs. [●] each aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this Issue.
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	The agreement dated July 10, 2025 entered between our Company and the Monitoring Agency.
MOU / Memorandum of Understanding	Memorandum of Understanding dated December 27, 2024 amongst our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue excluding the Market Maker Reservation Portion of 48,44,000 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors / bidder	Investors other than Individual Investors, NRIs and QIBs who apply for an amount of more than minimum application amount.

Non-Resident	A person resident outside India, as defined under FEMA Act, 1999 and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of Rs. [●] and the maximum price (Cap Price) of Rs. [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date
Prospectus	The Prospectus to be filed with the ROC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.
Registrar/ Registrar to the Issue / RTA/ RTI	Registrar to the Issue being MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited

Registrar Agreement	The agreement dated January 15, 2025 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Individual Investors (II)	Individual investors who apply for Minimum application size.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges ,through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com/membership/content/cat_of_mem.htm">http://www.nseindia.com/membership/content/cat_of_mem.htm</a>
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. NSE EMERGE
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the individual investors into the UPI.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriters	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated July 10, 2025 entered between the Underwriters, BRLM and our Company.
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two person’s bank accounts using a payment address which uniquely identifies a person’s bank Account.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the II by way of a notification on the UPI bid and by way of a SMS directing the II to such UPI bid) to the II initiated by the Sponsor Bank to authorise blocking of funds on the UPI bid equivalent to bid Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The bidding mechanism that may be used by an II to make an bid in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring

	<p>Prospectus are open for business:-</p> <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.</li> <li>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>
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## COMPANY AND INDUSTRY RELATED TERMS

### Technical and Industry Related Terms

Term	Full Form
B2B	Business To Business
B2C	Business To Consumer
CII	Confederation of Indian Industry
DP	Director of Photography
DVD	Digital video disc
F&B	Food & Beverages
FMCG	Fast-moving consumer goods
F/X	Special Effects
HD	High Definition
IMAX	Image Maximum
M&E	Media & Entertainment
MP3	A compressed audio format
OTT	Over The Top
POS	Point of Sale
SFX	Sound Effects
VCD	Video compact disc
VFX	Visual Effects
VPF	Virtual print Fee

## ABBREVIATIONS

Abbreviation	Full Form
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager

BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CA	Chartered Accountant
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant
CMD	Chairman and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee’s State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident



	Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
II	Individual Investors
IMF	International Monetary Fund
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
NA	Not Applicable

Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI (PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time

SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by individual investors through SCSBs
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations
VAT	Value Added Tax
w.e.f.	With effect from
WIP	Work in process
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations
YoY	Year over Year

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information of our Company”, “Outstanding Litigations and Material Developments” and “Issue Procedure”, will have the meaning ascribed to such terms in these respective sections.

## **CERTAIN CONVENTIONS: PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Certain Conventions**

All references in the Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and all references to the “Government”, “Indian Government”, “GOI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references in the Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America and its territories and possessions.

In this Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Connplex Cinemas Limited”, and, unless the context otherwise indicates or implies, refers to Connplex Cinemas Limited. In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our financial statements prepared and restated for the financial years ended on March 31, 2025, 2024 and 2023 on standalone basis in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “Financial Information of our Company” beginning on page 194 of this Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “Risk Factors”, “Business Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “Financial Information of our Company” beginning on page 194 of this Red Herring Prospectus.

For additional definitions used in this Red Herring Prospectus, see the section “Definitions and Abbreviations” on page 01 of this Red Herring Prospectus. In the section titled “Description of Equity Shares and Terms of the Articles of Association”, on page 285 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Currency and Units of Presentation**

All references to:

- “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

## **Currency and Units of Presentation**

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

## **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

The extent to which industry and market data set forth in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in chapter titled "Risk Factors" beginning from page 23 of Red Herring prospectus.

In accordance with the SEBI (ICDR) Regulations, the section titled "Basis for Issue Price" on page 92 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.



## **FORWARD LOOKING STATEMENTS**

All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Changes in audience preferences and viewing habits.
- Negative reviews and ratings from critics and audiences.
- Our ability to acquire films on competitive terms
- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Fail to attract, retain and manage the transition of our management team and other skilled employees;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Ability to respond to technological changes;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
- Recession in the market;
- Changes in laws and regulations relating to the industries in which we operate;
- Performance of the film, entertainment and retail industries in India and general economic conditions in India
- Our ability to expand our geographical area of operation
- Effect of lack of infrastructure facilities on our business;
- Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
- Occurrence of natural disasters or calamities affecting the areas in which we have operations;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our ability to expand our geographical area of operation;
- Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled "Risk Factors"; “Business Overview” & and "Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 23, 123 & 196 respectively of the Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company, our Directors, our Officers, Book Running Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with



SEBI requirements, our Company, and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.



## **SECTION II: OFFER DOCUMENT SUMMARY**

### **A. PRIMARY DETAIL OF BUSINESS AND INDUSTRY**

#### **Summary of Business**

Connplex Cinemas Limited is an entertainment company. The company is engaged in the business of development of theatres, entering into the franchise agreements specializing for exhibition and distribution of films, sharing revenue of screening of movies, sale of food & beverages and Sharing of Revenue from sale of Food & Beverages & advertisements at Various Franchised Cinema, and other related business under the Brand name “CONNPLEX” and other Brands registered under the name of Company. We operate a network of Cinema offering a diverse range of cinematic experiences that cater to various audience preferences. Our business is built on three main pillars: A) Making / Developing of Cinema Theatres, B) film exhibition & film distribution (Including Event Hosting), and C) Revenue Sharing / Sale of Food and Beverages and Other Revenue incl. advertisement Sharing. Additionally, we collaborate with filmmakers and studios to distribute films across our theatres and digital platforms, focusing on strategic marketing to maximize audience reach. Beyond regular screenings, we also provide event spaces for private screenings, corporate events, and community gatherings, creating additional revenue streams and engaging our local communities. For further details, please refer chapter titled “Business Overview” beginning on Page no. 123 of this Red Herring Prospectus.

#### **Summary of Industry**

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. The increasing availability of fast and cheap internet, rising incomes, and increasing purchases of consumer durables have significantly aided the industry. India’s media and entertainment industry are unique as compared to other markets. The industry is well known for its extremely high volumes and rising Average Revenue Per User (ARPU). Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019. For further details, please refer chapter titled “Industry Overview” beginning on Page no. 100 of this Red Herring Prospectus.

### **B. OUR PROMOTERS**

Our Company is Promoted by Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani.

### **C. SIZE OF THE ISSUE**

Public Issue of upto 51,00,000 Equity Shares of Face Value of ₹10/- each of Connplex Cinemas Limited (“CCL” or “Our Company”) for Cash at a Price of ₹ [●] Per Equity Share (Including a Share Premium of ₹ [●] per Equity Share) (“Issue Price”) aggregating to ₹ [●] Lakhs, of which 2,56,000 Equity Shares of Face Value of ₹ 10/- each at a price of ₹ [●] aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”) and Net Issue to Public of 48,44,000 Equity Shares of Face Value of ₹10/- each at a price of ₹ [●] aggregating to ₹ [●] Lakhs (hereinafter referred to as the “Net Issue”) The Issue and the Net Issue will constitute 26.70% and 25.36% respectively of the Post Issue paid up Equity Share Capital of Our Company.

### **D. OBJECT OF THE ISSUE**

The fund requirements for each of the Object of the Issue are stated as below:

<b>S. No</b>	<b>Particulars</b>	<b>Amt. (₹ in Lakhs)</b>	<b>% of Total Issue Size</b>
1.	Funding capital expenditure requirement for purchase of corporate office	1479.00	[●]
2.	Funding capital expenditure requirement of purchase of LED Screens and Projectors	2444.00	[●]
3.	Funding Working Capital Requirement	3763.00	[●]
4.	General Corporate Expenses	[●]	[●]
5.	Public Issue Expenses	[●]	[●]
<b>Gross Issue Proceeds</b>		[●]	[●]
<b>Less: Issue Expenses</b>		[●]	[●]
<b>Net Issue Proceeds</b>		[●]	[●]

### **E. PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY**

S. No	Names	Pre-Issue Shares Held	% Shares Held	Post Issue Shares Held	% Shares Held
<b>A.</b>	<b>PROMOTER</b>				
1.	Anish Tulshibhai Patel	66,70,800	47.65	66,70,800	34.93
2.	Rahul Kamleshbhai Dhyani	66,70,800	47.65	66,70,800	34.93
	<b>TOTAL (A)</b>	<b>1,33,41,600</b>	<b>95.30</b>	<b>1,33,41,600</b>	<b>69.86</b>
<b>B</b>	<b>PROMOTER GROUP</b>				
1.	Indumati Tulshibhai Patel	1,400	Negligible	1,400	Negligible
2.	Tulshibhai Kanjibhai Patel	1,400	Negligible	1,400	Negligible
3.	Kamlesh Jayntilal Dhyani	1,400	Negligible	1,400	Negligible
4.	Archana Rahulbhai Dhyani	1,400	Negligible	1,400	Negligible
5.	Poonam Anish Patel	1,400	Negligible	1,400	Negligible
6.	Megha Keyur Joshi	1,400	Negligible	1,400	Negligible
	<b>TOTAL (B)</b>	<b>8,400</b>	<b>0.06</b>	<b>8,400</b>	<b>0.04</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>1,33,50,000</b>	<b>69.90</b>

For further details, refer chapter titled “Capital Structure” beginning on page no. 61 of this Red Herring Prospectus.

#### EA. SHAREHOLDING OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:

S. No.	Pre-Issue shareholding as at the date of Advertisement Shareholders	Number of Equity Shares (2)	Shareholding (in %) (2)	Post-Issue shareholding as at Allotment (3)			
				At the lower end of the price band (₹[•])		At the upper end of the price band (₹[•])	
				Number of Equity Shares (2)	Share holding (in %)(2)	Number of Equity Shares(2)	Share holding (in %)(2)
<b>Promoters:</b>							
1.	Anish Tulshibhai Patel	66,70,800	47.65	[•]	[•]	[•]	[•]
	Rahul Kamleshbhai Dhyani	66,70,800	47.65	[•]	[•]	[•]	[•]
<b>Promoter Group</b>							
2.	Indumati Tulshibhai Patel	1,400	Negligible	[•]	[•]	[•]	[•]
	Tulshibhai Kanjibhai Patel	1,400	Negligible	[•]	[•]	[•]	[•]
	Kamlesh Jayntilal Dhyani	1,400	Negligible	[•]	[•]	[•]	[•]
	Archana Rahulbhai Dhyani	1,400	Negligible	[•]	[•]	[•]	[•]
	Poonam Anish Patel	1,400	Negligible	[•]	[•]	[•]	[•]
	Megha Keyur Joshi	1,400	Negligible	[•]	[•]	[•]	[•]
<b>Additional Top Ten Shareholders</b>							
1.	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1	1,40,000	1.00	[•]	[•]	[•]	[•]
2.	Deven M Shah	1,07,000	0.76	[•]	[•]	[•]	[•]
3.	Dhiren Mahendrakumar Shah	1,07,000	0.76	[•]	[•]	[•]	[•]
4.	Farukbhai Gulambhai Patel	1,06,000	0.76	[•]	[•]	[•]	[•]
5.	Pihans Trading Private Limited	70,000	0.50	[•]	[•]	[•]	[•]
6.	Bhaskar Srinivasan	70,000	0.50	[•]	[•]	[•]	[•]
7.	KRMG Contractors Private Limited	50,000	0.36	[•]	[•]	[•]	[•]

#### Notes:

- The Promoter Group shareholders are as mentioned in Point No.02 above.

2. Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
3. Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.”

## F. SUMMARY OF RESTATED FINANCIAL STATEMENT

### Restated Financials

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Share Capital	1,400.00	50.00	50.00
Net Worth	2,443.98	543.00	134.25
Total Revenue	9,678.18	6,083.27	2,560.81
Profit after Tax	1,900.99	408.75	164.84
Earnings Per Share	13.58	2.92	1.18
Net Asset Value Per Share (₹)	17.46	108.60	26.85
Net Asset Value per Equity share as Restated after considering Bonus Issue of Shares	17.46	3.88	0.96
Total Borrowings	71.71	26.94	31.95

G. There are no material Auditor's Qualifications in any of the Financial Statements of the Company.

## H. SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Lakhs)
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	3	NA	NA	NA	0.75
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
<b>Promoters</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

For further information, please refer chapter titled “Outstanding Litigations and Material Developments” on page no. 207 of this Red Herring Prospectus.

I. Investors should read chapter titled “Risk Factors” beginning on page no. 23 of this Red Herring Prospectus to get a more informed view before making any investment decisions.

## J. SUMMARY OF CONTINGENT LIABILITIES

Particulars	For the year ended March 31,		
	2025	2024	2023
<b>Contingent liabilities in respect of:</b>			
Related to Bank Guarantees	100.00	150.00	150.00
<b>Total</b>	<b>100.00</b>	<b>150.00</b>	<b>150.00</b>

For further information, please refer “Annexure XII - Contingent Liability” under chapter titled “Financial Information of our



Company” on page no. 194 of this Red Herring Prospectus.

## K. SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

List of Related Parties and Nature of Relationship:

Sr. No	Name of the Related Party	Relationship
1	Rahul Kamleshbhai Dhyani	Key Managerial Personnel
2	Anish Tulshibhai Patel	Key Managerial Personnel
3	TK Patel	Relative to KMP
4	Poonam Patel	Relative to KMP
5	Archana Dhyani	Relative to KMP
6	Kamlesh Dhyani	Relative to KMP
7	Connplex Home Theatre Pvt Ltd	Associate
8	Connplex Sky Theatre Pvt Ltd	Associate
9	Vansh Entertainment	Associate
10	Ultimate Entertainment	Associate
11	Nilkanth Film Fiesta	Associate
12	Armaan Dhyani	Relative to KMP
13	Pujan Ashvinbhai Thakkar	Chief Financial Officer
14	Ratika Khandelwal	Company Secretary & Compliance Officer

Transactions during the year:

(Rs. In Lakhs)

Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024	For the year ended 31/03/2023
<b>Director Remuneration Salary Paid</b>			
Rahul Kamleshbhai Dhyani	36.00	36.00	36.00
Anish Tulshibhai Patel	36.00	36.00	36.00
TK Patel	9.75	9.00	11.70
Poonam Patel	5.50	9.00	9.00
Archana Dhyani	5.25	9.00	9.00
Kamlesh Dhyani	5.25	9.00	9.00
<b>Salary Paid</b>			
TK Patel	4.00	-	-
Poonam Patel	5.00	-	-
Archana Dhyani	3.75	-	-
Kamlesh Dhyani	3.75	-	-
Stipend to Armaan Dhyani	0.44	-	-
Pujan Ashvinbhai Thakkar	8.75	-	-
Ratika Khandelwal	0.61	-	-
<b>Vansh Entertainment</b>			
Revenue Share from Franchisee (Excl GST)	3.78	10.61	-
Revenue Share to Franchisee (Excl GST)	28.95	69.08	-
Sales (Excl GST)	1.09	191.10	-
Rent Received (Excl GST)	19.90	44.66	-
Refundable Deposit (Excl GST)	-	13.37	-
<b>Ultimate Entertainment</b>			
Revenue Share from Franchisee (Excl GST)	-	7.11	-
Revenue Share to Franchisee (Excl GST)	-	57.27	-
Sales (Excl GST)	(0.95)	22.66	-
Rent Received (Excl GST)	-	48.13	-
Refundable Deposit (Excl GST)	-	-	-



<b>Nilkanth Film Fiesta</b>			
Revenue Share from Franchisee (Excl GST)	8.37	1.03	-
Revenue Share to Franchisee (Excl GST)	77.62	9.13	-
Sales (Excl GST)	13.05	225.40	-
Rent Received (Excl GST)	48.20	8.97	-
Refundable Deposit (Excl GST)	-	12.05	-

**Outstanding Balance Receivables / (Payables):**

(Rs. In Lakhs)

<b>Particulars</b>	<b>As at 31/03/2025</b>	<b>As at 31/03/2024</b>	<b>As at 31/03/2023</b>
Connplex Home Theatre Pvt Ltd	-	(0.56)	-
Connplex Sky Theatre Pvt Ltd	(0.16)	(0.16)	-
Vansh Entertainment	-	22.30	-
Ultimate Entertainment	-	(1.12)	-
Nilkanth Film Fiesta	(0.86)	6.91	-

For details of Restated related party transaction, please refer “Annexure IX – Related Party Transaction” under chapter titled “Restated Financial Statements” beginning on page no. 194 of this Red Herring Prospectus

**L.** There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Red Herring Prospectus.

**M.** The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

<b>Name of the Promoters</b>	<b>No. of Shares held</b>	<b>Average Cost of Acquisition per Share (In Rs.)*</b>
Mr. Anish Tulshibhai Patel	64,20,950	Nil
Mr. Rahul Kamleshbhai Dhyani	64,20,950	Nil

\*The weighted average cost of acquisition of Equity Shares for last one year by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

*As certified by Nalin K Thakkar & Co., Chartered Accountants by way of their certificate dated July 14, 2025, UDIN – 25101454BMIOFD6685*

**N.** The average cost of acquisition of Equity Shares by our Promoters is:

<b>Name of the Promoters</b>	<b>No. of Shares held</b>	<b>Average Cost of Acquisition per Share (In Rs.)*</b>
Mr. Anish Tulshibhai Patel	66,70,800	Nil
Mr. Rahul Kamleshbhai Dhyani	66,70,800	Nil

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

*As certified by M/S Nalin K Thakkar & Co., Chartered Accountants by way of their certificate dated July 14, 2025, UDIN – 25101454BMIOES7860*

**O.** Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Red Herring Prospectus till the listing of the Equity Shares.

**P.** Except as disclosed in this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

**Q.** Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

**R.** As on date of the Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI

### **SECTION III - RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 123 and 196, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

*This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 23 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 196 respectively of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of our Company" prepared in accordance with the Indian Accounting Standards.*

#### **Materiality**

The Risk factors have been determined and disclosed on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

#### **INTERNAL RISK FACTORS**

- 1. *There is a risk that patrons may intentionally or unintentionally cause damage to cinema screens, which may lead to financial losses and operational disruptions.***

Our cinema screens are essential to delivering a quality viewing experience, but they are vulnerable to damage from patrons, whether accidental or deliberate. Incidents such as vandalism, inappropriate use of objects, or unintentional damage caused during crowded or high-energy events can result in significant harm to these costly assets. While we employ measures such as regular monitoring by staff, surveillance systems, and strict rules to minimize the chances of damage, there is no assurance that these precautions will completely prevent such incidents.

Damage to cinema screens can lead to immediate financial losses due to the high costs of repairs or replacements, as well as potential operational disruptions if screenings need to be canceled or postponed while repairs are conducted. Furthermore, repeated incidents could harm our reputation for maintaining facilities, negatively impacting customer trust and satisfaction. We have not encountered these losses in the past; however, there is a possibility that we may face them in the future. Although we have established partnerships with vendors for quick repairs and regularly educate staff on monitoring audience behavior, there remains



an inherent risk. While we endeavor to safeguard these assets with all available resources, it is not guaranteed that unforeseen circumstances will not cause operational disruptions or additional expenses, affecting our financial stability and reputation. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**2. *Inadequate audience turnout could result in a decline in revenue, adversely affecting overall profitability and disrupting business operations.***

Our ability to maintain consistent revenue largely depends on a steady stream of customers visiting our cinemas. If audience turnout declines, whether due to market shifts, economic challenges, or increasing competition from home entertainment alternatives, our revenue generation may be significantly impacted. A reduced number of patrons directly affects ticket sales and related revenue streams, such as concessions, which are critical to sustaining profitability. Low audience turnout can lead to underutilization of cinema facilities, driving up the per-customer operational cost, and making it harder to cover fixed expenses such as staffing and utilities. This imbalance between costs and revenue could erode our profit margins, forcing us to adjust operational strategies, including reducing service hours or cutting marketing efforts, which may in turn further weaken attendance. Although, we implement dynamic pricing models, run targeted marketing campaigns, and offer exclusive promotions to boost attendance during non-peak times. Additionally, we diversify revenue streams by offering private screenings and special events. However, despite these efforts, it remains challenging to fully eliminate the risks associated with fluctuating attendance patterns, which may continue to affect profitability and overall business stability.

**3. *There is a risk of equipment breakdowns and rising costs of premium technology installations, which could result in operational disruptions, increased capital expenditure, and reduced profit margins, ultimately impacting customer satisfaction and profitability.***

Our cinema operations depend on the smooth functioning of equipment, such as projectors, sound systems, and lighting, to deliver an optimal viewing experience. Any breakdown in this equipment—whether due to wear and tear, technical malfunctions, or insufficient maintenance—could cause significant disruptions in movie screenings. These disruptions not only lead to immediate financial losses from canceled or delayed shows but also impact our reputation, potentially leading to a decline in customer trust and future attendance. The cost of repairs and operational downtime can further strain our financial performance. Simultaneously, rising costs of acquiring, installing, and maintaining this premium technology pose another challenge. There is no assurance that we can manage these escalating expenses without affecting profitability. As capital expenditures for technology continue to rise, we may face reduced profit margins, limiting our ability to invest in other growth areas. This financial strain could also force us to increase ticket prices, which may negatively affect customer demand. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**4. *Poor management of franchise operations may result in operational inefficiencies and brand dilution which could ultimately lead to financial losses.***

Effective franchise management is crucial for maintaining the consistency and quality of our cinema operations across multiple locations. Inadequate oversight, inconsistent enforcement of operational standards, or weak communication with franchise partners can lead to significant operational inefficiencies. This may manifest in the form of inconsistent customer service, failure to adhere to brand guidelines, or underperformance in key areas such as marketing and customer engagement. The number of cinemas under franchise models are detailed as follows:

Franchisee Model	Number of Screens (as on)		
	March 31, 2025	March 31, 2024	March 31, 2023
FOFO	63	49	24
FOCO	03	0	0
<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>

When franchisees do not operate at the expected level, the brand’s reputation can suffer, causing customer dissatisfaction and a potential decline in business. This brand dilution may negatively affect not only the underperforming franchises but also our entire network, as customers perceive a decline in the overall quality of the brand. Over time, this can lead to decreased foot traffic, loss of revenue, and missed growth opportunities. Although, we provide comprehensive training programs, regular audits, and enhanced support to ensure franchisees meet operational standards and maintain consistency. Additionally, we foster open communication channels to quickly resolve any issues that arise. However, despite these efforts, there is no assurance that all franchises will operate in alignment with our expectations, and ongoing challenges in franchise management may still impact our overall financial performance and brand value. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**5. If we fail to keep up with technological advancements, it could result in operational inefficiencies and a loss of advantage in the market, which may lead to decreased profitability.**

Our cinema business relies on the implementation of technology, including projection systems, sound equipment, and digital ticketing platforms, to provide an exceptional customer experience and maintain a market advantage. However, there is a risk that failing to adopt new technological advancements in a timely manner could lead to operational inefficiencies, such as outdated equipment, slower service processes, or diminished viewing quality. This, in turn, could result in customer dissatisfaction and reduced attendance. In a rapidly evolving industry where competitors continuously invest in the latest technology, lagging behind could harm our market position. Without consistent upgrades to technology, we may struggle to meet customer expectations, which could lead to declining customer loyalty and reduced profitability. Furthermore, failing to innovate may limit our ability to optimize operational efficiencies, leading to higher costs and reduced profit margins.

**6. There is a risk that fluctuations in food and beverage sales could adversely affect overall revenue, potentially leading to financial instability and reduced profitability.**

Food and beverage sales are a significant contributor to our overall revenue, complementing our core income from ticket sales. However, there is a risk that fluctuations in this revenue stream, caused by changing customer preferences, economic downturns, or increased competition from external food outlets, could negatively impact our financial stability. Inconsistent sales can directly affect our ability to maintain profit margins, especially since food and beverage offerings typically provide higher margins compared to other revenue streams. The service-wise revenue bifurcation is as follows:

Products/Services	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)
Sales Ticket	3,497.50	36.58	2631.22	43.64	1306.73	51.51
Sales Food & Beverages	365.54	3.82	379.00	6.29	403.09	15.89
Screening charge	4.37	0.05	27.78	0.46	23.89	0.94
Income from setting up cinema	4,895.89	51.21	2719.05	45.09	725.14	28.58
3D Glasses Sale	32.29	0.34	16.81	0.28	6.42	0.25
Space Rental	12.66	0.13	12.03	0.20	9.25	0.36
Design Income	12.00	0.13	0.00	0.00	1.50	0.06
<b>Total Sale of Products</b>	<b>8,820.25</b>	<b>-</b>	<b>5785.89</b>	<b>-</b>	<b>2476.02</b>	<b>-</b>
Advertisement Revenue	134.51	1.41	69.28	1.15	13.01	0.51
Revenue Share-Income	245.13	2.56	79.26	1.31	32.62	1.29
VPF Revenue Share	115.16	1.20	42.75	0.71	15.26	0.60
Income from Sublease cinema properties	284.07	2.97	137.41	2.28	0.00	0.00
<b>Total -Other operating revenue</b>	<b>778.88</b>	<b>-</b>	<b>328.70</b>	<b>-</b>	<b>60.89</b>	<b>-</b>
Less: Branch transfer	(38.17)	(0.40)	(84.85)	(1.41)	0.00	0.00
<b>Total Revenue from operations</b>	<b>9,560.96</b>	<b>100.00</b>	<b>6029.74</b>	<b>100.00</b>	<b>2536.91</b>	<b>100.00</b>

If food and beverage sales decline, the financial pressure to maintain profitability could increase, forcing us to adjust pricing strategies or reduce costs in other areas, such as staffing or promotions, which could further impact our business operations. There is no assurance that our current marketing and product offerings will consistently drive sales across different customer segments. Although, we regularly update our food and beverage offerings to align with current trends, introduce promotional packages, and explore new partnerships with food vendors to enhance variety. Despite these efforts, it remains difficult to completely mitigate the risk of fluctuating sales. While these strategies help maintain some stability, external factors and shifts in customer behavior may still pose challenges to our overall revenue and financial performance. For further details regarding Business, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**7. Changes in movie release schedules could result in resource inefficiencies and lower audience attendance, affecting operational continuity and revenue generation.**

Our cinema business heavily relies on the steady release of popular films to maintain audience turnout and generate consistent revenue. However, inconsistencies in movie release schedules—due to production delays, fewer blockbusters, or shifts in industry focus—can disrupt this flow, leading to periods of low attendance. With fewer movies attracting large audiences, the risk of underutilized theaters increases, raising operational costs while lowering revenue from ticket sales and concessions.

This mismatch between available content and customer demand not only leads to inefficient use of resources but also affects our ability to manage staffing and other operational elements effectively. In the absence of high-demand films, our facilities may struggle to reach capacity, reducing the overall return on our investments in infrastructure and marketing efforts.





**8. *Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditor of our Company as required under the provisions of ICDR.***

The Restated Financial Statements of our Company for the year ended March 31 2025, 2024 and 2023 are signed by M/s A Y & Co, Chartered Accountants, the Peer Review Auditor of our Company who is not statutory auditor of our Company. Our statutory auditor does not possess a valid peer-reviewed certificate, thus the task of providing the restated financial statements was entrusted to the aforementioned peer-reviewed chartered accountant. For further details regarding Financial Statements, please refer chapter titled “Financial Statements of company” on Page 194 of this Red Herring Prospectus.

**9. *Inability to maintain high grade standards in theaters may lead to a decline in customer satisfaction and erode our market advantage, potentially driving high-value customers away and weakening our market position.***

Our brand is built on providing a cinema experience, which sets us apart from competitors and attracts high-value customers who expect premium service, amenities, and comfort. However, the risk of failing to consistently maintain these standards—whether due to inadequate maintenance, outdated facilities, or a lack of investment in modern technologies—could lead to a significant decline in customer satisfaction. If our theaters do not meet the expectations of discerning customers, they may choose alternative entertainment options, leading to a loss of repeat business and diminished loyalty. Our company offers three distinct models that cater to varying market segments and customer preferences. The number of screens model wise is as follows:

Particulars (No. of Screens)	For the period/year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Express Model	22	25	18
Signature Model	28	18	6
Luxuriance Model	16	6	0

A failure to uphold standards can also result in brand dilution, where customers perceive a reduction in the quality of our offerings. This could affect not only individual locations but the overall perception of our brand, reducing our appeal to both existing and potential customers. Over time, this could drive high-value patrons to competitors, weakening our position and market share. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**10. *There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such past or future non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.***

Our Company is required to make filings under various rules and regulations as applicable under the Companies Act, 2013, few of which have not been done within the stipulated time periods at some instances. Due to these delays in filings, our Company has on those occasions paid the requisite additional fees and made the filings with the RoC in compliance with the Companies Act. Such past delays and non-compliance may render us liable to statutory penalties and could have serious consequences on our operations. While we will ensure to make the filings on time, we cannot give any assurances that there may not be similar instances of delays in the future. In addition to above here are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies in the past, which inter-alia include clerical and typographical errors / incorrect/incomplete information by our Company with the ROC. The errors identified in the Annual Return are clerical or typographical in nature and cannot be rectified. However, the Annual Return for the subsequent year was filed accurately, reflecting the correct shareholding pattern and transfers. These errors have not created any impact on the business performance and are immaterial to the business of the company. Additionally, the company has appointed a full-time Company Secretary to oversee clerical and typographical matters, ensuring that such errors are prevented in the future. In addition to above, DIR 12 form filed for Change in Designation from Additional Director to Director regarding Mr. Anish Tulshibhai Patel and Rahul Kamleshbhai Dhyani are not available to us. We have relied on search report issued by Practicing Company Secretary A B Udani & Associates dated December 24, 2024 for the above data. Although no cognizance has been taken by the authority in any of the above matters till date and no notice in respect of same have been served by the concerned authorities till date, we are not sure that no such notice shall be issued in future or at all and in any such event we may be subjected to a penalty. However, if any action is taken by the concerned authority in the matter and in the event of any penalty being imposed against the Company by the concerned authority, the business, financial conditions and result of operations of the company shall be adversely affected. As regards corrective measure company has appointed compliance officer to ensure that all the compliance related matters are taken care of on real time basis and have further the internal controls to ensure that the flaws are cured in time.



**11. *Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability***

Our top ten suppliers contributed approximately 39.19%, 56.02% and 71.56% of our total purchases and Direct Cost for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost-effective suppliers in normal course of business. Since our business is concentrated among relatively significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification. While we believe we have maintained good and long-term relationships with our other suppliers too, there can be no assurance that we will continue to have such long-term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

**12. *Security breaches in booking systems could result in financial losses, reputational damage, and legal liabilities, undermining customer trust and impacting business operations***

Our booking systems handle sensitive customer information, including personal and payment data, making them a prime target for cyberattacks. In the event of a security breach, there is a risk that this data could be compromised, leading to significant financial losses due to fraud, system downtime, or potential theft of sensitive information. Furthermore, such breaches could cause substantial reputational damage, as customers lose trust in our ability to safeguard their data, resulting in a decline in bookings and revenue. A data breach could also expose the company to legal liabilities, including fines and sanctions under data protection regulations such as GDPR or other applicable laws. The costs associated with legal proceedings, compensation for affected customers, and system recovery efforts could further strain financial resources and disrupt business operations. While we employ cybersecurity measures, including encryption, firewalls, and regular system audits to minimize the risk of breaches, there is no guarantee that these efforts will prevent all threats. As cyberattacks become increasingly sophisticated, maintaining strong security remains a challenge, and any breach could severely impact our financial stability, customer relationships, and regulatory standing.

**13. *Our company may face challenges due to fluctuating demand during non-peak seasons and underutilization of cinema space during off-peak times. These factors could lead to revenue volatility, operational inefficiencies, and reduced profitability, ultimately affecting overall business stability and resource optimization.***

Our cinema operations face significant fluctuations in demand, particularly during off-peak times, leading to underutilization of space, staff, and resources. This underutilization creates operational inefficiencies, as fixed costs such as staffing, utilities, and maintenance remain constant regardless of occupancy levels. When cinemas are not operating at full capacity, the cost-per-customer increases, reducing overall profitability. Empty theatres and underused concessions also result in wasted resources and potential revenue loss, which can impact our ability to maintain a consistent cash flow and reinvest in growth or infrastructure upgrades. During non-peak seasons, when fewer blockbuster films are released or seasonal factors reduce audience turnout, revenue volatility further strains our ability to cover fixed expenses like rent and utilities. These inefficiencies not only reduce profit margins but also divert resources away from future investments.

**14. *Any Penalty or demand raise by statutory authorities in future will affect our financial position of the Company.***

Our Company is mainly engaged in exhibition and distribution of films which attracts tax liability such as Income tax & Goods and Service Tax and other applicable provision of the Acts. However, the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company.

Further in past, on 30.11.2024, the company purchased goods, including speakers, subwoofers, surround speakers, and other items, from Noida for delivery to Patna. However, the bill was issued with an address that was neither registered under the buyer's name nor included in the GSTIN as an additional place of business. The State Tax Officer inspected the truck and found that the delivery address was not registered in the GST certificate, leading to the issuance of a notice with a proposed penalty of ₹13,79,716. The company paid the penalty, and the goods were subsequently released. We had filed an appeal on 04.03.2025 with the Appellate Authority, requesting that the demand for tax and penalty under Form GST MOV-09, which claimed an IGST of ₹13,79,716, be set aside and that the amount be refunded. The final order from the Appellate Authority as received as on 08.05.2025 which was in our favour to get the amount as back as refund. For detail, please refer "Outstanding Litigations and Material Development" beginning on page 207 of this Draft Red Herring Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

- 15. The Company is yet to place orders for 100% of the equipment for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of projectors and screens may delay our implementation schedule and may also lead to increase in price of these equipments, further affecting our revenue and profitability.**

Although we have identified the type of projectors and screens required to be bought however, we are yet to place orders for 100% of the equipments worth Rs 2444.00 lakhs as detailed in the “Objects of the Issue” beginning on page 80 of this Red Herring Prospectus. In addition to above our company has entered into Letter of Intent (LOI) for purchase of corporate office, but the same is yet to be purchase from issue proceeds. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management’s views of the desirability of current plans, change in supplier of Equipments among others and change in broker for real estate property or change in property proposed to be purchase, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure these Equipments and property, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 80 of this Red Herring Prospectus.

- 16. Increased competition from alternative entertainment forms, including home entertainment options, may reduce customer attendance and revenue generation, which will affect our market share.**

The growing availability of alternative entertainment options, particularly home-based streaming platforms and other digital content services, presents a significant challenge to our cinema operations. Customers now have the option to enjoy a wide variety of content from the comfort of their homes, often at a lower cost than attending a movie theater. This shift in consumer behavior could result in decreased foot traffic in our cinemas, leading to a reduction in ticket sales and concession revenue. With fewer customers choosing to visit cinemas, our revenue streams may become increasingly strained, and the underutilization of our facilities could drive up the cost per customer. This could also weaken our position in the market, as other forms of entertainment continue to grow in popularity, pulling customers away from traditional cinema experiences. The competition from home entertainment and other alternative platforms remains fierce, and there is no assurance that we can fully offset the impact on customer attendance and revenue generation. Continued erosion of market share could pose a significant threat to our long-term profitability and position within the entertainment industry.

- 17. Our success is dependent on our Promoters, management team and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Promoter or Managing Director, Whole Time Directors and Executive Directors may have an adverse effect on our business prospects.**

Our Promoters have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our management team. Our Promoter and Managing Director Mr. Anish Tulshibhai Patel and our Promoter and Joint Managing Director Mr. Rahul Kamleshbhai Dhyani are having experience of 06 years each in the Cinema Industry which turn out beneficial for the Company. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects. For further details of our Promoters and Management, please refer chapter titled “Our Promoters and Promoter Group” and “Our Management” beginning on Page 189 & 174 of this Red Herring Prospectus.

- 18. There are outstanding legal proceedings involving our Company, Directors and Promoters. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving the Company is provided below:

<b>Name of Entity</b>	<b>Criminal Proceedings</b>	<b>Tax Proceedings</b>	<b>Statutory or Regulatory Proceedings</b>	<b>Disciplinary actions by the SEBI or Stock Exchanges against our Promoters</b>	<b>Material Civil Litigations</b>	<b>Aggregate amount involved (Rs in Lakhs)</b>
<b>Company</b>						

By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	3	NA	NA	NA	0.75
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
<b>Promoters</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us. For further details of legal proceedings involving the Company, please see “Outstanding Litigations and Material Developments” beginning on page 207 of this Red Herring Prospectus.

**19. We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.**

Our Company had reported certain negative cash flows from investing activities and financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Cash flow from Operating Activities	280.29	402.46	882.68
Cash flow from Investing Activities	(460.89)	(439.26)	(616.41)
Cash flow from Financing Activities	33.63	(10.66)	23.47

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled “Financial Information of our company” beginning on Page 194 of this Red Herring Prospectus.

**20. The properties used by the Company for the purpose of its operations are not owned by us. Any termination of the relevant lease agreements or rent agreements in connection with such properties or our failure to renew the same could adversely affect our operations.**

Our registered office is located at Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Dascroi Ahmedabad -380059, Gujarat, India and the same is not owned by us. We have obtained this property from Dreamland Infratech Pvt Ltd through a Lease deed dated August 07, 2024 for a period of 9 years. Further, cinema houses are also taken on lease. Any termination of the lease in connection with the above property or our failure to renew the same, in a timely manner or at all could adversely affect our operations. If we are required to vacate the current premises, we would be required to make alternative arrangements for our business activities and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For details regarding properties taken on lease refer the Section titled —Properties – “Business Overview” beginning on page no. 123 of this Red Herring Prospectus.



**21. Any downturn in the Indian or international cinema industries could materially adversely affect the business.**

The cinema industry is influenced by multiple external factors, including economic downturns, changing consumer preferences, regulatory developments, and shifts in content consumption patterns. A decline in the Indian or international cinema industry—whether due to lower box office performance, reduced film production, or audience migration to alternative entertainment platforms—could result in decreased footfall at our theaters, directly affecting ticket sales and concession revenue. This could significantly impact our financial performance, making it difficult to maintain profitability and sustain operational costs. A downturn in the industry could also lead to a reduction in good quality content availability, limiting our ability to attract audiences with blockbuster releases. Additionally, if international markets experience a decline, the supply of globally successful films could decrease, further restricting our programming options. This could weaken our positioning and reduce our ability to draw large crowds consistently. These downturns may negatively impact revenue generation and overall business performance, leading to financial instability and operational challenges.

**22. Dependence on relationships and agreements with exhibitors, and any failure to maintain these relationships, or to establish and capitalise on new relationships, could materially adversely affect the business.**

Our business success is significantly reliant on strong relationships and agreements with exhibitors, who play a crucial role in film distribution and screening. Any strain on these relationships—whether due to contractual disputes, changing market dynamics, or shifts in industry partnerships—could disrupt our ability to secure favorable screening terms or access high-demand films. Without stable and mutually beneficial agreements, we may face difficulties in ensuring a consistent lineup of films that attract audiences, which could lead to lower ticket sales and a decline in overall revenue. Additionally, failure to establish and capitalize on new relationships with exhibitors could limit our ability to expand into emerging markets or secure premium screening opportunities. If competitors secure better agreements with key exhibitors, we risk losing access to preferred screening slots or facing unfavorable revenue-sharing terms, potentially weakening our market positioning. Over time, this could impact our growth strategy and limit our ability to compete effectively. Although we actively engage in long-term partnerships, negotiate strategically beneficial agreements, and explore new collaboration opportunities to strengthen our industry presence. However, despite these efforts, there is no assurance that all relationships will remain stable or that new partnerships will yield the desired results. Any deterioration in exhibitor relationships or inability to form new ones could materially affect our business prospects and financial performance.

**23. Dependence on relationships with advertisers, and any failure to maintain these relationships, or to establish and capitalise on new relationships, could materially adversely affect the business.**

Advertising revenue is a critical component of our business model, complementing income from ticket sales and concessions. Our ability to attract and retain advertisers depends on maintaining strong relationships and offering effective promotional opportunities within our cinema network. Any deterioration in these relationships—whether due to shifting advertiser preferences, market downturns, or failure to deliver expected advertising reach—could result in reduced advertising revenue, impacting overall profitability. Additionally, failure to establish and capitalize on new advertising partnerships may limit our ability to diversify revenue streams. As competitors enhance their advertising platforms or digital alternatives become more attractive, advertisers may choose to allocate their budgets elsewhere, reducing our share of advertising expenditure. This could impact our ability to sustain pricing for advertisers and diminish the financial contributions of this revenue stream. Although we actively engage with advertisers, offer tailored marketing solutions, and invest in digital and in-theater advertising innovations to enhance brand visibility. While these initiatives help strengthen our position, there is no assurance that advertiser demand will remain consistent or that emerging advertising trends will not disrupt traditional cinema advertising models. Any prolonged decline in advertising partnerships could lead to revenue instability and hinder long-term business growth.

**24. Our company may face challenges in expanding into new states and securing prime locations, which could lead to delayed market entry, increased costs, and limited growth opportunities, ultimately affecting our business.**

Expanding into new states is essential for growing our cinema network and capturing untapped market potential. However, challenges such as differing state regulations, complex licensing processes, and unfamiliar market dynamics can delay our entry into these markets. These delays can increase operational costs, as we may face extended pre-opening expenses, such as rent and staffing, without corresponding revenue generation. The longer these delays persist, the more difficult it becomes to maintain operational momentum and profitability.

The number of operational screens in various states is as follows:

Particulars	For the period/year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Gujarat	35	31	11
Bihar	19	10	6

Maharashtra	3	3	3
Chhattisgarh	4	0	0
Telangana	2	2	2
Himachal Pradesh	0	0	2
Odisha	2	2	0
Rajasthan	1	1	0
<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>

As certified by Kapil Pathak, Chartered Engineer vide certificate dated July 11, 2025.

Additionally, the difficulty in securing prime locations for new cinemas makes these challenges even worse. Securing high-traffic, desirable locations is critical for ensuring a strong market presence and attracting a consistent customer base. If we are unable to acquire prime real estate due to pressures, high costs, or limited availability, our growth potential could be severely restricted. This would reduce our ability to compete effectively, as prime locations often provide a significant advantage in terms of visibility and customer accessibility. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**25. We require certain approvals and licenses in the ordinary course of business and the failure to successfully obtain such registrations would adversely affect our operations, results of operations and financial condition.**

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. In case of franchisee model, all the relevant licences like cinema exhibition licence, FSSAI licences, Corporation’s / Local authority’s approval, Fire Safety, Electric safety are to be obtained from the respective authority, which is the main responsibility of the franchisee and it is also obtained in the name of the franchise. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see “Government and Other Approvals” on page 213 of this Red Herring Prospectus. Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

**26. We have an outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.**

As of March 31, 2025, our long-term borrowings were ₹ 57.65 Lakhs & short-term borrowings were ₹ 14.06 Lakhs and we will continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. For further details of our Company’s borrowings, see “Financial Information of our Company” on page 194 of this Red Herring Prospectus.





**27. *We may not be able to prevent unauthorised use of trademarks obtained/ applied for by third parties, which may lead to the dilution of our goodwill***

We have obtained trademark registrations of our brands, including “CONNPLEX CINEMAS” and its variants under class 29, 30, 41 and 43 under the Trade Marks Act, 1999 (“Trade Marks Act”), any unauthorized use of our trademarks, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects.

Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Also one of trademark is objected. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details, please refer to chapter titled “Government and Other Approvals” beginning on page 213 of the Red Herring Prospectus.

**28. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to developed relationships with customer. For further details, see the section titled “Business Overview” on page 123 of this Red Herring Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our service;
- Changes in the Indian regulatory environment in field of Cinema & Media industry

There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have effect on our business, financial condition and profitability.

**29. *Our company may face challenges due to supply chain disruptions for food and beverages, leading to inventory shortages, higher costs, and poor customer experiences, which could impact overall profitability.***

Our cinema operations rely heavily on a steady supply of food and beverages to enhance the customer experience and drive revenue. Any disruption in the supply chain—whether due to logistical challenges, supplier issues, or external factors such as economic downturns or natural disasters—can lead to inventory shortages, leaving us unable to meet customer demand. These shortages can negatively affect customer satisfaction, as popular items may be unavailable, which could deter repeat business and harm our reputation. In addition to affecting customer experiences, supply chain disruptions can lead to increased costs as we may need to source products from alternative, potentially more expensive, suppliers on short notice. This can further strain operational budgets and reduce profit margins, particularly if disruptions are prolonged or frequent.

Although we have established relationships with multiple suppliers to provide redundancy and ensure flexibility in sourcing. We also monitor market trends and maintain safety stock levels where feasible. Despite these efforts, external factors beyond our control may still lead to supply chain interruptions, which could impact customer satisfaction, increase costs, and ultimately affect our profitability. For further details, please refer chapter titled “Business Overview” on Page 123 of this Red Herring Prospectus.

**30. *Our company has issued the guarantee in connection with leasing a property which exposes to certain financial risks.***

Our company has issued a guarantee in connection with the lease of a property which is currently sub-lease to franchisee for cinemas at Second Floor, 201, 202, 203, 204, Turquoise 3, South Bopal Road, Bopal, Ahmedabad, Gujarat, 380057. The Property is secured by a lien over ₹100.00 Lakhs in fixed deposits held with HDFC Bank. It is given in favour of Ratnabhumi Buildspace LLP, lessor of property. The guarantee is valid until 19th January 2029, with a claim period extending until 19th January 2030. This guarantee serves as financial security for lease obligations related to the property in Ahmedabad and follows an annual reduction schedule. The guarantee may only be invoked in the event of a breach of the lock-in period or failure to meet agreed obligations. In such cases, the bank is required to process payments within five working days upon the beneficiary’s written request. The guarantee remains irrevocable and enforceable, irrespective of any disputes or changes in ownership or structure.

In the event that the company is unable to fulfill its obligations under the lease agreement, bank may seize the fixed deposits to cover any unpaid liabilities or costs related to the lease. This would result in a direct financial loss for the company, which could have otherwise been used for other investments or operational needs. Furthermore, if the company's financial situation deteriorates, it may face difficulties in meeting the terms of the guarantee, such as failing to make timely payments. This could further strain its cash flow, reduce available liquidity, and potentially weaken its financial position. In the worst-case scenario, the company could lose the security provided by the fixed deposits, which may exacerbate its financial challenges and hinder its ability to operate effectively. For further details regarding Financial Statements, please refer chapter titled “Financial Statements of company” on Page 194 of this Red Herring Prospectus.

**31. *We have entered into and may enter into related party transactions in the future also.***

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Group Companies. These transactions, inter-alia includes salary, remuneration, revenue share to franchisee, sales etc. Our Company entered into such transactions due to easy proximity and quick execution.

We confirm that all related party transactions have been conducted on an arm's length basis and are in full compliance with the applicable laws and regulations. These transactions have been carried out in accordance with the principles of fairness and transparency, ensuring that the terms and conditions reflect those that would apply in transactions between unrelated parties. Additionally, we have adhered to all relevant legal requirements, including those outlined under the Companies Act, 2013, and the Income Tax Act, 1961, as well as any other applicable statutory provisions regarding related party transactions. We cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. For further details of our related party transactions, please refer chapter titled “Financial Information of our Company” beginning on Page 194 of this Red Herring Prospectus.

**32. *Poor customer service during peak hours may result in a decline in customer satisfaction, loss of repeat business, and reputational damage, undermining long-term customer loyalty.***

Providing consistent and quality customer service during peak hours is essential to ensuring a positive cinema experience. However, the challenge of managing increased demand during busy times—such as long wait times, crowded facilities, or insufficient staffing—can result in service lapses. If customers experience poor service during these critical periods, it can lead to immediate dissatisfaction and reduce the likelihood of repeat visits. A decline in customer satisfaction during peak hours can have a cascading effect on our business. Dissatisfied customers may share negative feedback through online reviews or word-of-mouth, which can damage our brand's reputation and make it harder to attract new patrons. Over time, persistent issues with customer service could erode customer loyalty, leading to a loss of repeat business and reduced revenue. Although, we have not encountered any major issues related to poor customer service. However, should any customer complaints arise in the future, we will take them seriously and provide prompt resolutions. Additionally, customers can reach out to us via email for any such concerns. The unpredictable nature of peak-hour demand may still pose challenges, and lapses in service quality during these times can have lasting effects on our reputation and profitability.

**33. *If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

We benefit from certain general tax regulations and incentives that accord favorable treatment to certain of our operations as well as for our activities. These tax benefits include income tax deductions and other taxes. For details regarding income tax deductions, please refer to the chapter “Statement of Possible Tax Benefits” on page 97 of this Red Herring Prospectus.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.

**34. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing



arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled “Dividend Policy” on page 193 of this Red Herring Prospectus.

**35. *Failure to negotiate favorable terms with movie distribution houses may result in increased costs and reduced profit margins, affecting overall financial performance***

Our ability to negotiate favorable terms with movie distribution houses is crucial for maintaining a healthy cost structure and ensuring consistent access to high-demand films. If we are unable to secure beneficial agreements, we may face higher distribution fees or less favorable revenue-sharing models, which can significantly increase operational costs. This could strain our financial resources and directly impact our profit margins, making it more difficult to sustain profitability over time. As a national cinema chain, we receive movies from producers and distributors based on regular terms and conditions, with rates determined on a national scale. For blockbuster movies, producers and distributors may increase the rates. Higher distribution costs may force us to adjust ticket prices or reduce promotional spending to offset the increased expenses, which could negatively impact customer turnout and revenue generation. Furthermore, failure to negotiate terms could limit our access to popular films, weakening our ability to attract large audiences and maintain a position in the market.

**36. *Our Promoters and Directors hold Equity Shares in our Company and are therefore interested in the Company’s performance in addition to their remuneration and reimbursement of expenses.***

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoter and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management” and “Our Promoter and Promoter Group” on pages 174 and 189 respectively of this Red Herring Prospectus.

**37. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.***

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, including related to our movable property, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. Although we have not encountered any such situations in the past except small claims in the past. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows. For further details of Insurances taken by Company, please refer chapter titled “Business Overview” beginning on Page 123 of this Red Herring Prospectus.

**38. *Our company may face challenges due to inconsistent quality across franchise locations, which could lead to customer dissatisfaction, damage to our brand reputation, and hinder franchise growth.***

Maintaining consistent quality across all franchise locations is critical for ensuring a positive customer experience and protecting the integrity of our brand. When operational standards, service quality, or facility upkeep vary significantly between franchise locations, it can lead to customer dissatisfaction. Patrons who experience lower-than-expected service at one location may develop negative perceptions about the entire brand, even if other franchise locations maintain higher standards. Although we have specific standards for quality at our cinema locations and insist that franchisees procure products from our approved vendors to avoid any customer dissatisfaction, which also helps maintain our brand reputation. Inconsistent quality can also lead to brand dilution, weakening the overall appeal of our cinemas and making it more difficult to attract and retain customers. As customers lose trust in the reliability of our brand, their loyalty may decrease, leading to a potential decline in repeat business and word-of-mouth referrals. This deterioration in brand reputation can also hinder franchise growth, as potential franchisees may be reluctant to invest in a brand perceived as inconsistent. Although, we implement strict quality control measures, offer regular training programs, and

conduct routine audits to ensure franchisees meet the company's operational standards, there is no guarantee that all franchisees will adhere to the established guidelines. Inconsistencies in quality may still occur, potentially resulting in long-term damage to our brand reputation and reduced growth opportunities in the franchise sector.

**39. *We are subject to the risk of failure of, or a material weakness in, our internal control systems and major fraud, lapses of internal control or system failures could adversely impact the company's business.***

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. In addition, several of our collection related processes are yet to be fully automated, which may increase the risk that human error, tampering or manipulation will result in losses that may be difficult to detect. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations. Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

**40. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters
- prevailing regional or global economic conditions
- Other significant regulatory or economic developments in or affecting India or its cinema industry.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

**41. *The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by the us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. In addition, we have experienced fluctuations in profit margins i.e., in Financial Year ended 2023, our revenue from operations was Rs 2536.91 Lakhs and profit After Tax was Rs.164.84 Lakhs, comparing to Financial Year 2024, our revenue from operations Rs 6029.74 Lakhs and profit After Tax was Rs. 408.75 Lakhs. Further in the Financial year ended 2025 our revenue from operations was Rs 9560.96 Lakhs and profit After Tax was Rs. 1900.99 Lakhs. The reason for this fluctuation in profit margin is last year we focused on market penetration by reducing price and delivering superior quality product at price. Additionally, we recruited staff to meet our future requirement. In the current year, we strategically adjusted our pricing to reflect its true value and this approach led to an improved revenue and scale towards long term profitability. For further details of our operating results, section titled "Financial Information of our Company" beginning on Page 194 of this Red Herring Prospectus.





**42. *Inability to meet financial obligations and debt covenants under financing arrangements may lead to default risks and constrain operational flexibility affecting creditworthiness and liquidity.***

Our business operations involve debt financing arrangements that are subject to specific financial and non-financial covenants. Any failure to meet these obligations—whether due to revenue shortfalls, increased expenses, or delayed cash flows—could result in breaches of these covenants. This may trigger penalties, accelerated repayment obligations, or restrictions on further borrowings, placing considerable strain on our financial position. Non-compliance with debt terms could adversely affect our credit profile, limiting access to additional financing in the future and impacting our ability to pursue expansion or operational enhancements. Furthermore, any default could lead to legal proceedings or enforcement actions, which may disrupt operations and erode stakeholder confidence. While we closely monitor our financial metrics and maintain regular communication with lenders to ensure timely compliance with all covenants, there is no assurance that unforeseen circumstances will not impact our ability to meet these obligations. If we are unable to adhere to the terms of our financing agreements, it could significantly affect our financial stability, operational continuity, and long-term strategic objectives.

**43. *Proposed deployment of Net Proceeds and funding estimates are based solely on internal assumptions without external appraisal which may lead to suboptimal fund allocation and project execution risks.***

The utilization of Net Proceeds from this issue is planned based on internal management estimates and has not been independently appraised or validated by any external agency. As such, these projections are subject to assumptions regarding timing, cost, and returns on investment, which may not materialize as expected. Inaccurate estimations may lead to misallocation of resources, cost overruns, or delays in the execution of planned projects. In the absence of independent due diligence or third-party validation, there is a heightened risk of deviations between projected and actual outcomes. If the expected benefits from fund deployment are not realized, it could impact the financial return on investment and affect our ability to achieve intended growth targets. Although our management has experience in strategic planning and resource allocation, and project feasibility is assessed internally, there is no assurance that the projected outcomes will be achieved. Any shortfall in results may affect business expansion, operational performance, and investor confidence.

**44. *Inability to manage growth effectively may result in operational inefficiencies, reduced service quality, and disruption in organizational control impacting long-term scalability and business performance.***

As we expand our operations and footprint, the ability to manage growth efficiently becomes critical to sustaining long-term success. Rapid expansion—whether through new locations, service diversification, or increased workforce—can place substantial pressure on our existing systems, processes, and management bandwidth. If not managed effectively, this growth may lead to fragmented operations, inconsistent service delivery, and weakened internal oversight. Challenges in scaling operations may include delays in recruitment and training, lack of process standardization, difficulty in maintaining service quality across locations, and overextension of key resources. These issues can disrupt customer experiences, strain vendor relationships, and reduce overall operational agility. Furthermore, failure to integrate new units seamlessly into the existing business structure may result in duplication of efforts, communication breakdowns, or misalignment in strategic priorities. To navigate these challenges, we have implemented scalable systems, strengthened our leadership team, and adopted structured planning models to guide expansion. We also invest in continuous training, performance monitoring, and technology to ensure cohesion across operational units. However, despite these initiatives, there is no assurance that all aspects of growth will be managed without strain. Ineffective growth management may affect organizational efficiency, customer satisfaction, and our ability to achieve targeted outcomes, potentially impacting long-term profitability and positioning.

**45. *Engagement of contract workers may expose us to compliance risks, labor disputes, and operational uncertainties impacting service delivery and reputation.***

We engage a significant number of contract workers for various operational roles, including making of cinemas. While this model provides flexibility and cost efficiency, it also exposes us to potential risks related to labor law compliance, contractor reliability, and service consistency. Any non-compliance by third-party staffing agencies—such as underpayment of wages, non-adherence to statutory obligations, or unsafe working conditions—could result in legal liabilities and reputational harm. Contractual relationships may also limit our control over workforce quality, training, and conduct, which can affect service standards and customer satisfaction. In addition, dependence on external vendors may create uncertainties in workforce availability, particularly during high-demand periods or in the event of industrial actions. Although we vet third-party contractors carefully and implement regular compliance audits, there is no assurance that all obligations will be fulfilled consistently. Any disruption caused by contract labor issues may affect our service delivery, expose us to regulatory scrutiny, and impact operational efficiency.

**46. *Negative publicity of the Company or its franchisees may damage brand perception and reduce customer trust resulting in revenue loss and long-term reputational impact.***

Our brand reputation is a critical asset that influences customer loyalty, investor confidence, and overall market perception. Any adverse media coverage, public criticism, or online backlash—whether directed at the Company or any of its franchisees—may negatively impact stakeholder trust. Incidents involving poor customer experiences, service disruptions, or regulatory violations at franchise locations may be publicly associated with our brand, regardless of our direct involvement. Such negative publicity can spread rapidly through digital platforms and social media, magnifying its impact. This can lead to reduced customer footfall, difficulty in attracting new franchisees, and a decline in goodwill among business partners. In the past, certain franchise-operated cinemas were reported for non-compliance with operational standards. To address this, we maintain brand integrity through detailed SOPs, conduct franchise audits, and issue brand usage guidelines. However, despite these efforts, there is no assurance that reputational risks can be fully controlled, especially when caused by third-party behavior. Any negative public perception may continue to affect long-term brand value and financial performance.

**47. *There may be potential conflicts of interest if our Promoters or Directors are involved in any business activities that compete with or are in the same line of activity as our business operations.***

Certain entities forming part of the Group i.e. Connplex Home Theatre Pvt Ltd, Connplex Sky Theatre Pvt Ltd and Nilkanth Film Fiesta are engaged in similar line of business and may have business interests that overlap or are aligned with similar sectors, including entertainment and media. The existence of such common pursuits, while legally permitted, could give rise to actual or perceived conflicts of interest, especially where strategic decisions or resource allocations intersect. Further, we have not entered into any non-compete agreement with the said entities. We cannot assure you that our Promoters who has common interest in said entities will not favour the interest of the said entities as a result; conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter Group Entity in circumstances where our respective interests diverge. There can be no assurance that our Promoters or our Promoter Group Entity or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

**48. *There may have Seasonal variations in customer footfall which result in fluctuating revenue patterns and underutilization of resources affecting operational consistency.***

The cinema business is inherently seasonal, with peak attendance typically concentrated around holidays, weekends, and major film releases. During off-peak periods, reduced footfall may lead to underutilization of cinema capacity, inventory wastage in concessions, and inefficient staff deployment. These fluctuations create challenges in forecasting revenue and managing operational costs efficiently. Extended non-peak durations may lead to elevated cost-per-customer ratios and strain on overall cash flows. This imbalance between fixed operating expenses and variable revenue generation may impact profitability and reduce flexibility in planning future investments. To address these challenges, we implement dynamic pricing strategies, introduce special screenings and events, and promote off- peak attendance through marketing campaigns. Despite these efforts, seasonality remains an uncontrollable external factor. Prolonged periods of low demand may continue to impact our resource optimization and revenue consistency across the year.

**49. *The Rise of OTT platforms and changing content consumption patterns may reduce cinema footfall and impact long-term business viability.***

The emergence and growing popularity of Over-the-Top (OTT) content platforms have transformed consumer viewing habits, offering convenient and cost-effective alternatives to traditional cinema-going. The shift toward on-demand digital entertainment may lead to a reduction in cinema attendance, especially among audiences who prioritize flexibility and content variety.

This evolving preference could affect box office collections, lower demand for theatrical releases, and reduce concession revenue, all of which form the core of our business model. Furthermore, if studios increasingly choose direct-to-digital releases for select films, the availability of exclusive theatrical content could decline, limiting our ability to attract consistent footfall. To stay relevant, we have invested in premium viewing experiences and curated content offerings that distinguish the in-theater experience. However, the influence of OTT platforms continues to grow, and there is no assurance that consumer behavior will revert to traditional formats. This shift may pose long-term challenges to growth, customer engagement, and content acquisition.

**50. *The Non-compliance with standard operating procedures by franchisees may disrupt uniform service quality and affect brand consistency across locations.***

Franchisees are required to follow strict Standard Operating Procedures (SOPs) covering customer service, hygiene, ticketing, and





brand presentation. However, there have been instances in the past where franchisees failed to comply with these standards. Such deviations may adversely impact customer experience and harm the brand's perception. Inconsistent adherence to SOPs can result in reputational damage, legal scrutiny, or reduced customer retention at affected locations. Furthermore, the inability to enforce standards uniformly can dilute operational excellence and create inconsistencies in performance measurement. We conduct regular audits, provide continuous training, and maintain compliance protocols to uphold SOPs across the franchise network. Despite these initiatives, complete adherence depends on individual franchisee commitment, and lapses may still occur. Any sustained non-compliance could compromise brand equity and effect our business operations of the Company.

***51. The Heavy reliance on a single franchisee for operation of multiple cinema locations may expose us to concentrated risk affecting operational control and business continuity***

In cases where a single franchisee is responsible for operating multiple cinema properties, the Company's dependence on that partner increases substantially. Should this franchisee face financial difficulties, operational lapses, or non-compliance, the disruption could affect a large portion of our network simultaneously, thereby amplifying its impact. This dependency may also limit our flexibility in enforcing brand standards, rolling out network-wide changes, or addressing localized challenges swiftly. Additionally, the franchisee's internal policies or priorities may not always align with ours, increasing the risk of operational misalignment or reputational fallout. We regularly evaluate franchisee performance, diversify partnerships, and retain contractual rights to intervene in case of continued non-compliance. However, there is no assurance that sudden disruptions from a key franchisee can be averted without affecting continuity. High dependency on a single entity may therefore increase business risk and operational exposure.

***52. We have not independently verified certain data in this Red Herring Prospectus.***

We have not independently verified data from the industry and related data contained in chapter titled "Industry Overview" beginning on Page 100 of this Red Herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

***53. We are susceptible to risks relating to unionization of our workers employed by us.***

None of our workers are currently represented by a recognized collective bargaining agreement. We cannot assure you that our workers will not unionize at our facility or at our manufacturing partners facility, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits. Although we have not faced any unionization of employees till date. We also cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our workforce. If not resolved in a timely manner, these risks could limit our ability to provide our products to our clients, cause clients to limit their use of our products or result in an increase in our cost of employee benefits and other expenses. If any of these risks materialize, our business, results of operations and financial condition could be affected.

***54. We have not identified any alternate source of raising the fund for capital expenditure and working capital mentioned as our 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding our capital expenditure and our working capital requirement and for general corporate purposes and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may require our Company to borrow funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the Company. For further details of our Object for the Issue, please refer chapter titled "Object for the Issue" beginning on Page 80 of this Red Herring Prospectus.

***55. Any variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

We propose to utilize the Net Proceeds for raising funds for capital expenditure and working capital Requirement. For further details of the proposed objects of the Issue, please refer the chapter titled "Objects of the Issue" beginning on Page No. 80 of this

Red Herring Prospectus. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoter or controlling shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

**56. *Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Issue Proceed. As on date we have not identified the use of such funds.***

Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] of the Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details please refer the chapter titled "Objects of the Issue" beginning on Page No. 80 of this Red Herring Prospectus.

**57. *We have in the last 12 months issued Equity Shares at a price that may be at lower than the Issue Price.***

In the last 12 months we may have issued fresh Equity Shares to the promoter and other shareholders of our Company which are as follows:-

- Bonus issue in the ratio of 27:1 dated November 21, 2024 issuing 1,35,00,000 Equity shares face value ₹ 10/- per Equity Share for consideration other than cash.

The Equity Shares allotted to investors pursuant to this Issue is being priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For Further details of equity shares issued, please refer to the chapter titled "Capital Structure" beginning on page 61 of the Red Herring Prospectus.

**58. *The average cost of acquisition of Equity Shares by our Promoter could be lower than the Issue Price.***

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoter in our Company, please refer to the chapters "Capital Structure" beginning on pages 61 of this Red Herring Prospectus.

**59. *We will continue to be controlled by our Promoters and Promoter Group after the completion of the Issue, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold 95.36% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Issue, our Promoter and Promoter Group will continue to hold together 69.90% of our post-Issue Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details regarding our shareholding, please refer to chapter titled "Capital Structure" beginning on Page 61 of this Red Herring Prospectus.

**60. *Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined considering various financial factors of the Company and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment

**61. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

**62. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares has been determined through the Book building process. This price is based on numerous factors. For further information, see "Basis for Issue Price" beginning on page 92 of this Red Herring Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

**63. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

- 64. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.***

Our growth is dependent on having a balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

## **EXTERNAL RISK FACTORS**

- 65. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

- 66. *Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.***

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the "CCI"). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void. Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach themselves and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds. On March 4, 2011, the Government of India notified and brought into force new provisions under the Competition Act in relation to combined entities (the "Combination Regulation Provisions"), which came into effect from June 1, 2011. The Combination Regulation Provisions require that any acquisition of shares, voting rights, assets



or control or mergers or amalgamations, which cross the prescribed asset and turnover based thresholds, must be notified to and preapproved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended). These regulations, as amended, set out the mechanism for the implementation of the Combination Regulation Provisions under the Competition Act.

**67. *The COVID-19 pandemic has had an adverse effect, and any future pandemic may have adverse effects on our business, results of operations, financial condition and cash flows.***

COVID-19 pandemic or any future pandemic, may have a negative impact on our business and operations because they affect the markets and communities in which we, our franchisees, our manufacturing partners and suppliers from whom we source our raw materials operate, as well as our customers. The COVID-19 outbreak, which was initially reported in December 2019, has spread globally and the virus has undergone multiple mutations, however the created vaccinations have typically lowered infection rates and fatalities. Any pandemic or widespread public health crises could have effects on regional, national, and international financial markets, as the COVID-19 pandemic has. The COVID-19 outbreak has had a major and negative impact on economic activity, added to significant volatility, and put pressure on financial markets in several nations and regions, including India. Public health officials and governmental authorities across the globe have reacted to the COVID-19 pandemic's rapidly changing effects by implementing measures, including in India, where our business operations are based. These measures include prohibiting large-scale gatherings of people, enforcing quarantines, limiting travel, issuing "stay-at-home" orders, and restricting the kinds of businesses that may continue to operate, among many others. India's declaration of COVID-19 as a "notified disaster" for the purposes of the Disaster Management Act, 2005 on March 14, 2020, and the subsequent imposition of a state-wide lockdowns beginning on March 25, 2020, have had an effect on business operations in the sector in which we are engaged.

**68. *The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax ("GST") that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments. As regards the General Anti-Avoidance Rules ("GAAR"), The general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

**69. *You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.***

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

**70. *Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and cash flows.***

We currently operate only in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the Textile & Apparel industry of the Indian economy. There have been periods of slowdown in the economic growth of India. For instance, the present situation of lock-down is prevailing in India due to pandemic Covid-19 spread in India and all other parts of world. If such condition prevail for longer time the Demand for

our products & services may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**71. *Companies in India are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessee in India will be required to follow the Income Computation and Disclosure Standards.***

The Ministry of Corporate Affairs ("MCA"), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 ("Ind AS") which have come into effect from April 1, 2015 and are applicable to companies which fulfill certain conditions. Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations. Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

**72. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and the majority of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- Prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;

**73. *A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavorable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.



## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS</b>	
<b>Equity Shares Issued*:</b>	Up to 51,00,000 Equity Shares aggregating to ₹ [●] Lakhs
Public Issue of Equity Shares by our Company	
<b>of which</b>	
<b>Issue Reserved for the Market Makers</b>	2,56,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	48,44,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>of which</b>	
<b>A. QIB Portion</b>	Not more than 24,20,800 Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(a) Anchor Investor Portion	Upto 14,52,000 Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	Upto 9,68,800 Equity Shares aggregating to ₹ [●] Lakhs
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Upto 48,800 Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 9,20,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non-Institutional Category</b>	Not Less than 7,27,200 Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Individual Investor Portion</b>	Not Less than 16,96,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Equity Shares outstanding prior to the Issue</b>	1,40,00,000 Equity Shares of face value of ₹10 each
<b>Equity Shares outstanding after the Issue</b>	1,91,00,000 Equity Shares of face value of ₹10 each
<b>Objects of the Issue/ Use of Issue Proceeds</b>	Please see the chapter titled “Objects of the Issue” on page 80 of this Red Herring Prospectus

\* Subject to finalisation of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price

*Note:*

- (1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription. For further details, please see the section titled “Issue Related Information” beginning on page 243 of this Red Herring Prospectus.
- (2) The present Issue in terms of Red Herring Prospectus has been authorized pursuant to a resolution passed by our Board of Directors dated October 25, 2024 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on November 18, 2024.
- (3) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “Issue Procedure” beginning on page 254 of this Red Herring Prospectus.
- (4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Individual Investor

Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount (“ASBA”) process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see “Issue Procedure” on page 254.

- (5) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- (6) In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh issue by the Issuer.
- (7) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (8) In case of non-institutional bidders, the allocation of equity shares shall be made as follows:
  - a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;
  - b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:

Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.

## SUMMARY OF FINANCIAL INFORMATION

### RESTATED STATEMENT OF ASSETS & LIABILITIES

(Amount in Lakhs)

Particulars	Note	As at 31/03/2025	As at 31/03/2024	As at 31/03/2023
<b>I EQUITY AND LIABILITIES</b>				
1. Shareholders' funds				
(a) Share Capital	I.1	1,400.00	50.00	50.00
(b) Reserves and surplus	I.2	1,043.98	493.00	84.25
<b>Sub Total Shareholders Funds (A)</b>		<b>2,443.98</b>	<b>543.00</b>	<b>134.25</b>
2. Non-current liabilities				
(a) Long-term borrowings	I.3	57.65	21.94	26.94
(b) Other Non-current Liabilities	I.4	2,000.18	2,211.69	2,347.19
(c) Deferred Tax liability (Net)	I.5	8.89	9.60	10.27
(d) Long-term provisions	I.6	16.14	10.60	-
<b>Sub Total Non-Current Liabilities (B)</b>		<b>2,082.86</b>	<b>2,253.83</b>	<b>2,384.40</b>
3. Current liabilities				
(a) Short-term borrowings	I.7	14.06	5.00	5.01
(b) Trade payables	I.8			
i) Due to MSME		187.09	-	-
ii) Due to Others		433.17	539.18	150.70
(c) Other current liabilities	I.9	272.96	155.10	97.08
(d) Short-term provisions	I.10	678.10	143.56	24.20
<b>Sub Total Current Liabilities (C)</b>		<b>1,585.38</b>	<b>842.84</b>	<b>276.99</b>
<b>TOTAL(A+B+C)</b>		<b>6,112.22</b>	<b>3,639.67</b>	<b>2,795.65</b>
<b>II ASSETS</b>				
<b>1. Non-current assets</b>				
(a) Property Plant & Equipments and Intangible Assets				
(i) Tangible Assets	I.11	1,021.38	907.03	743.65
(ii) Intangible Assets	I.11	0.15	0.23	0.31
(ii) Intangible Asset Under Development	I.11	-	-	-
(ii) Capital work-in-progress	I.11	243.84	318.89	292.75
(b) Non-current investments		-	-	-
(c) Long-term loans and advances	I.12	250.00	151.06	145.00
(d) Deferred Tax Assets (Net)	I.5	-	-	-
(e) Other Non-Current Assets	I.13	523.82	259.59	90.11
<b>Sub Total Non-Current Assets (A)</b>		<b>2,039.19</b>	<b>1,636.80</b>	<b>1,271.81</b>
<b>2. Current assets</b>				
(a) Current Investments	I.14	889.67	545.48	500.00
(b) Inventories	I.15	737.67	438.86	202.72
(c) Trade receivables	I.16	1,314.18	378.05	124.28
(d) Cash and Bank Balances	I.17	190.69	337.65	385.11
(e) Short-term loans and advances	I.18	280.45	58.63	143.43
(f) Other Current Assets	I.19	660.38	244.20	168.30
<b>Sub Total Current Assets (B)</b>		<b>4,073.03</b>	<b>2,002.87</b>	<b>1,523.84</b>
<b>TOTAL(A+B)</b>		<b>6,112.22</b>	<b>3,639.67</b>	<b>2,795.65</b>

# RESTATED STATEMENT OF PROFIT & LOSS

(Amount in Lakhs)

Particulars	Note	For the year ended 31/03/2025	For the year ended 31/03/2024	For the year ended 31/03/2023
<b>I</b> Revenue from operations	II.1	9,560.96	6,029.74	2,536.91
<b>II</b> Other Income	II.2	117.22	53.53	23.90
<b>III Total Income (I+II)</b>		<b>9,678.18</b>	<b>6,083.27</b>	<b>2,560.81</b>
<b>Expenses:</b>				
(a) Cost of services		-	-	-
(b) Purchases of stock-in-trade	II.3	3,658.33	3,156.20	953.96
(c) Changes in inventories of finished goods and work-in-progress	II.4	(298.81)	(236.14)	(190.46)
(d) Professional Charge & Direct Expense	II.5	2,089.74	1,509.15	976.43
(e) Employee benefits expense	II.6	524.59	354.54	200.61
(f) Finance costs	II.7	11.14	5.65	3.94
(g) Depreciation and amortisation expense	II.8	156.00	115.88	64.29
(h) Other expenses	II.9	959.56	626.53	333.51
<b>IV Total expenses</b>		<b>7,100.54</b>	<b>5,531.80</b>	<b>2,342.28</b>
<b>V Profit /(Loss) before tax and Exceptional Items (III-IV)</b>		<b>2,577.64</b>	<b>551.47</b>	<b>218.53</b>
<b>VI Exceptional Items</b>		-	-	-
<b>VII Profit /(Loss) before tax (V-VI)</b>		<b>2,577.64</b>	<b>551.47</b>	<b>218.53</b>
<b>VIII Tax expense:</b>				
(a) Current tax expense		677.36	143.39	24.20
(b) Short/(Excess) provision of tax for earlier years		-	-	-
(c) Deferred tax charge/(credit)	II.10	(0.71)	(0.67)	29.48
		<b>676.65</b>	<b>142.72</b>	<b>53.69</b>
<b>IX Profit after tax for the year (VII-VIII-IX)</b>		<b>1,900.99</b>	<b>408.75</b>	<b>164.84</b>
<b>XII Earnings per share (face value of ₹ 10/- each):</b>	II.11			
(a) Basic (in ₹)		13.58	2.92	1.18
(b) Diluted (in ₹)		13.58	2.92	1.18

## RESTATED STATEMENT OF CASH FLOW

(Amount in Lakhs)

Particulars	For the year Ended 31-03-2025	For the year Ended 31-03-2024	For the year Ended 31-03-2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax and Exceptional items	2,577.64	551.47	218.53
Adjustment For:			
(a) Depreciation and Amortization	156.00	115.88	64.29
(b) Finance Charges	11.14	5.65	3.94
(c) (Gain)/Loss on Sale of investment	(58.33)	(3.34)	-
(d) Provision for Gratuity & Leave encashment	5.93	10.77	-
(e) Interest income	(39.16)	(38.27)	(16.21)
Operating Profit before Working Capital Changes	<b>2,653.22</b>	<b>642.15</b>	<b>270.55</b>
Adjustment For :			
(a) (Increase)/Decrease in Investments	(344.19)	(45.48)	(230.00)
(b) (Increase)/Decrease in Inventories	(298.81)	(236.14)	(190.46)
(c) (Increase)/Decrease in Trade Receivables	(936.13)	(253.77)	(37.09)
(d) (Increase)/Decrease in Loans & Advances	(221.82)	84.80	(17.01)
(e) (Increase)/Decrease in Other Assets	(416.18)	(75.90)	73.35
(f) Increase /(Decrease) in Trade Payables	81.08	388.48	5.46
(g) Increase /(Decrease) in Other Liabilities	117.86	58.02	43.16
(h) Increase /(Decrease) in Short Term Provisions	-	-	-
(g) Increase / ( Decrease ) in Other Non Current Liabilities	(211.51)	(135.50)	964.72
<b>CASH GENERATED FROM OPERATIONS</b>	<b>423.52</b>	<b>426.66</b>	<b>882.68</b>
Less: Direct Taxes paid (Net of Refund)	(143.23)	(24.20)	-
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>280.29</b>	<b>402.46</b>	<b>882.68</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>280.29</b>	<b>402.46</b>	<b>882.68</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(a) Purchase of Fixed Assets	(434.32)	(357.05)	(689.09)
(b) Sale of Fixed Assets	239.12	51.72	141.16
(c) (Increase) / Decrease in Investment	-	-	-
(d) (Increase) / Decrease in Long term loans and advances	(98.94)	(6.06)	-
(e) (Increase) / Decrease in Non-Current Assets	(264.23)	(169.48)	(84.70)
(f) Interest and Investment Incomes	97.49	41.61	16.21
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(460.89)</b>	<b>(439.26)</b>	<b>(616.41)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(a) Increase/(Decrease) in Long Term Borrowing (Net)	35.71	(5.00)	26.52
(b) Increase/(Decrease) in Short Term Borrowing (Net)	9.06	(0.01)	0.89
(c) Interest Paid	(11.14)	(5.65)	(3.94)
(d) Proceeds from Share Capital & Security Premium	-	-	-
<b>NET CASH FLOW IN FINANCING ACTIVITIES (C)</b>	<b>33.63</b>	<b>(10.66)</b>	<b>23.47</b>
Net Increase In Cash & Cash Equivalents (A)+(B)+(C )	(146.96)	(47.46)	289.74
Opening Balance - Cash & Cash Equivalent	337.65	385.11	95.37
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>190.69</b>	<b>337.65</b>	<b>385.11</b>



## **SECTION – V - GENERAL INFORMATION**

Our Company was originally formed as “Fohatron Power Limited” vide registration no. 284745 under the provisions of Companies Act 2013 pursuant to Certificate of Incorporation dated September 1, 2015 issued by Registrar of Companies, Delhi. Further, the name of our Company was changed to VCS Industries Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi on February 16, 2018. The Registered office of our Company was shifted from Delhi to Gujarat w.e.f November 18, 2019. Further, the name of our Company was changed to Connplex Cinemas Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Central Processing Centre on August 14, 2024. The Corporate Identification Number of our Company is U74110GJ2015PLC111882.

Our Company was originally promoted by Mr. Kishan Lal, Mrs. Shakuntla, Mr. Subham Shukla, Mr. Shivank Parashar, Mr. Nitin Gupta, Mr. Rohit Dandriyal and Mr. Sushil Pant who were the initial subscribers to the Company’s Memorandum and Articles of Association. Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani are present promoters of our Company.

For further details, please refer to chapter titled “History and Corporate Structure” beginning on page 168 of this Red Herring Prospectus.

### **REGISTERED OFFICE**

#### **Connplex Cinemas Limited**

Block C-1001, Krish Cubical, Opp. Avalon Hotel,  
Nr. Govardhan Party Plot, Thaltej,  
Ahmedabad, Daskroi-380059, Gujarat, India  
**Tel. No.:** +91- 07935289865/07935288291

**E-mail:** [info@theconnplex.com](mailto:info@theconnplex.com)

**Website:** [www.theconnplex.com](http://www.theconnplex.com)

**Corporate Identification Number:** U74110GJ2015PLC111882

**Reg. No.:** 111882

For details relating to changes to the address of our Registered Office, please see “History and Corporate Structure - Changes to the address of the Registered Office of our Company” on page 168 of this Red Herring Prospectus.

### **REGISTRAR OF COMPANIES**

#### **Registrar of Companies, Ahmedabad**

ROC Bhavan, Opp Rupal Park Society,  
Behind Ankur Bus Stop, Naranpura,  
Ahmedabad-380013, Gujarat, India  
**Tel No.:** 079-27438531

**Email:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

**Website:** <http://www.mca.gov.in>

### **DESIGNATED STOCK EXCHANGE**

#### **National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra – Kurla Complex, Bandra (E)  
Mumbai - 400051, Maharashtra, India  
**Tel No.:** 022 – 2272 1233/34

**Website:** [www.nseindia.com](http://www.nseindia.com)

### **BOARD OF DIRECTORS**

The Board of Directors of our Company consists of:

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Mr. Anish Tulshibhai Patel	Managing Director	A-104, Sagun Castle Appts Behind Satellite Complex, Ambavadi Vihar, Ahmadabad, Gujarat-380015, India	07823715
Mr. Rahul Kamleshbhai	Joint Managing Director	39, Shreenath Bunglows, Opp. Yash Complex, Gotri	05172592





Dhyani		Road, Vadodara-390021, Gujarat, India	
Mr. Parshwa Bhavikbhai Shah	Independent Director	D 702, Saransh Arth, Opp. Rajyash Reeventa, South Vasna, Near Vasna Party Plot, Ahmedabad City - 380007, Gujarat, India	07866765
Mr. Ronak Ashokbhai Mehta	Independent Director	D-503, ICB Flora B/H Vodaphone Tower, S.G. Highway, Gota, Ahmedabad-382481, Gujarat, India.	10525257
Ms. Amisha Fenil Shah	Independent Director	17/197, Rameshwar Apartment, Sola Road, Near Vinayak petrol pump, Naranpura, Ahmedabad-380063, Gujarat, India.	09411332

For further details of the Directors of our Company, please refer to the chapter titled “Our Management” on page 174 of this Red Herring Prospectus.

#### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Mrs. Ratika Khandelwal**

Block C-1001, Krish Cubical, Opp. Avalon Hotel,  
Nr. Govardhan Party Plot, Thaltej,  
Ahmedabad, Daskroi-380059, Gujarat, India,  
**Tel. No:** +91-9909049481

**E-mail:** [cs@theconnplex.com](mailto:cs@theconnplex.com)

**Website:** [www.theconnplex.com](http://www.theconnplex.com)

#### CHIEF FINANCIAL OFFICER

**Mr. Pujan Ashvinbhai Thakkar**

Block C-1001, Krish Cubical, Opp. Avalon Hotel,  
Nr. Govardhan Party Plot, Thaltej,  
Ahmedabad, Daskroi-380059, Gujarat, India,  
**Tel. No:** +91-9327037913

**E-mail:** [finance1@theconnplex.com](mailto:finance1@theconnplex.com)

**Website:** [www.theconnplex.com](http://www.theconnplex.com)

#### Investor Grievances

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Issue and/ or the Book Running Lead Manager, in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process including UPI may be addressed to the Registrar to the Issue, with a copy to the Designated Intermediary with whom the ASBA Form was submitted, giving full name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of Application Form, address of Applicant, the name and address of the relevant Designated Intermediary, where the Application Form was submitted by the Applicant, ASBA Account number (for Applicants other than IIs bidding through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of IIs bidding through the UPI mechanism. Further, the Applicant shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. For all Issue related queries, and for Redressal of complaints, applicant may also write to the Book Running Lead Manager and Company. All complaints, queries or comments received by Stock Exchange shall be forwarded to Book Running Lead Manager, who shall respond to the same.

#### Details of Key Intermediaries pertaining to this Issue and Our Company:

#### BOOK RUNNING LEAD MANAGER OF THE ISSUE

**BEE LINE CAPITAL ADVISORS PRIVATE LIMITED**

**Address:** B 1311-1314, Shilp Corporate Park, Near Rajpath Club,  
Rajpath Rangoli Road, Sarkhej- Gandhinagar Hwy, Ahmedabad- 380054,  
Gujarat, India.



**Tel. No.:** +91-7948407357  
**Email:** [mb@beelinemb.com](mailto:mb@beelinemb.com)  
**Website:** [www.beelinemb.com](http://www.beelinemb.com)  
**Investor Grievance Email:** [ig@beelinemb.com](mailto:ig@beelinemb.com)  
**Contact Person:** Mr. Nikhil Shah  
**SEBI Registration No.:** INM000012917

#### **LEGAL ADVISOR TO THE ISSUE**

##### **ANA ADVISORS**

**Address:** 118 Shila Vihar, Gokulpura, Kalwar Road  
Jhotwara, Jaipur-302012  
**Email Id:** [anaadvisors22@gmail.com](mailto:anaadvisors22@gmail.com)  
**Tel No.:** +91-9887906529  
**Contact Person:** Kamlesh Kumar Goyal

#### **REGISTRAR TO THE ISSUE**

##### **MUFG INTIME INDIA PRIVATE LIMITED**

(Formerly known as Link Intime India Private Limited)  
**Address:** C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India  
**Tel. No.:** +91-22-4918 6000/+91 8108114949  
**Email:** [connplex.smeipo@linkintime.co.in](mailto:connplex.smeipo@linkintime.co.in)  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)  
**Investor Grievance Email:** [connplex.smeipo@linkintime.co.in](mailto:connplex.smeipo@linkintime.co.in)  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058

#### **REGISTRAR TO THE COMPANY**

##### **ACCURATE SECURITIES AND REGISTRY PRIVATE LIMITED**

**Address:** B1105 - 1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers,  
Makarba, Ahmedabad - 380051.  
**Tel. No.:** +91-79-48000319  
**Email:** [investor@accuratesecurities.com](mailto:investor@accuratesecurities.com)  
**Website:** [www.accuratesecurities.com](http://www.accuratesecurities.com)  
**Contact Person:** Mr. Ankur Shah

#### **BANKERS TO THE COMPANY**

##### **HDFC Bank Limited**

**Address:** Ground Floor, The Grand Mall, Opp. SBI Zonal Office, S M  
Road, Ambawadi, Ahmedabad, Gujarat – 380019  
**Tel. No:** +91 9374117840  
**Email:** [vaibhavu.mehta@hdfcbank.com](mailto:vaibhavu.mehta@hdfcbank.com)  
**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)  
**Contact Person:** Vaibhav Mehta

#### **STATUTORY AUDITORS OF OUR COMPANY**

##### **M/s. NALIN K. THAKKAR & CO., Chartered Accountants**

**Address** 501, Titanium One, Nr. Rajpath Club,  
Opp. Pakwan, S.G.Highway, Bodakdev,  
Ahmedabad-380054, Gujarat, India  
**Tel No.:** 07948011743 +91 9825047487, +91 9825847486  
**Email:** [nalinkth@yahoo.co.in](mailto:nalinkth@yahoo.co.in)  
**Contact Person:** CA Nalin K. Thakkar  
**Membership No.:** 101454  
**Firm Registration No.-** 116546W

## PEER REVIEW AUDITORS OF OUR COMPANY

**M/S. A Y & CO.,** Chartered Accountants

**Address:** 505, Fifth Floor, ARG Corporate Park  
Ajmer Road, Gopal Bari, Jaipur – 302006,  
Rajasthan, India

**Tel No.:** +91-9649687300

**Email:** [info@aycompany.co.in](mailto:info@aycompany.co.in)

**Contact Person:** Mr. Arpit Gupta

**Membership No.:** 421544

**Firm Registration No.:** 020829C

**Peer Review Registration No. –** 017157

M/s. A Y & Company, Chartered Accountants hold a peer review certificate dated June 25, 2024 issued by the Institute of Chartered Accountants of India.

## BANKERS TO THE ISSUE AND REFUND BANKER/SPONSOR BANK

### AXIS BANK LIMITED

Shivranjani Cross Road, Ground Floor,  
Himalaya Emerald, Near Shivranjani Cross Road,  
Satellite, Ahmedabad-380015, India.

**Mobile No.:** +91 9712994488

**Email:** shivranjanicrossroad.branchhead@axisbank.com

**Website:** [www.axisbank.com](http://www.axisbank.com)

**Contact Person:** Mr. Parthiv Kapadia

**SEBI Registration Number:** INBI00000017

## SYNDICATE MEMBER

### SPREAD X SECURITIES PRIVATE LIMITED

**Address:** Shilp Corporate Park, B Block, 13th Floor,  
B-1309 Near Rajpath Club, Rangoli Road,  
S.G. Highway, Ahmedabad-380054, Gujarat, India

**Tel:** 079-69072020

**Email Id:** [info@spreadx.in](mailto:info@spreadx.in)

**Website:** [www.spreadx.in](http://www.spreadx.in)

**Contact Person:** Mrs. Khushbu Nikhilkumar Shah

## STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Beeline Capital Advisors Private Limited is the sole Book Running Lead Manager to this Issue, and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter se allocation of responsibilities among Book Running Lead Managers is not required.

## SELF CERTIFIED SYNDICATE BANKS (“SCSBS”) AND SYNDICATE SCSB BRANCHES

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf). For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs

where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

In relation to Applicants (other than Applications by Anchor Investors and IIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the Members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

### **SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website, which may be updated from time to time. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43), respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

### **INVESTORS BANKS OR ISSUER BANKS FOR UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

### **REGISTERED BROKERS**

Bidders can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?And](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?And) [www.nseindia.com/products/content/equities/ipos/ipo\\_mem\\_terminal.htm](http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm), respectively, as updated from time to time.

### **REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS ("RTA")**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **COLLECTING DEPOSITORY PARTICIPANTS ("CDP")**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?) and [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), or such other websites as updated from time to time. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4>

### **BROKERS TO THE ISSUE**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

## CREDIT RATING

This being an Issue of Equity Shares, credit rating is not required.

## IPO GRADING

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

## DEBENTURE TRUSTEES

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

## TRUSTEES

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

## MONITORING AGENCY

Our company has appointed CARE Ratings Limited as the monitoring agency to monitor the utilization of the Net Proceeds. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see "Objects of the Issue" on page 80.

The details of the Monitoring Agency are as follows:

**Name:** CARE Ratings Limited

**Address:** 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai 400 022.

**Telephone number:** +91-079-40265662

**E-mail ID:** Alap.Mehta@careedge.in

**Website:** www.careratings.com

**Contact person:** Mr. Alap Mehta

**SEBI registration number:** IN/CRA/004/1999

**CIN:** L67190MH1993PLC071691

Further in compliance with regulation 262(6), since working capital is one of the objects of our issue and the amount raised for the said object exceeds five crore rupees, we shall submit a certificate of the statutory auditor to SME exchange(s) while filing the quarterly financial results, for use of funds as working capital in the same format as disclosed in the offer document, till the proceeds raised for the said object are fully utilized.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Red Herring Prospectus.

## FILING OF THE OFFER DOCUMENT

The Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus /Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

The Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus are being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

A copy of the Red Herring Prospectus/Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed online for registration to the Registrar of Companies, Ahmedabad at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India

## APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue



## GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

## EXPERT OPINION

Except for the reports in the section “Restated Financial Statements” and “Statement of Possible Tax Benefits” on page 194 and page 97 of this Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

## BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper- Financial Express, all editions of Hindi national newspaper- Jansatta and in Regional newspaper- Gujarati Edition of Financial Express where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

### Principal parties involved in the Book Building Process are:-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited.
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE Limited and eligible to act as Underwriters.
- The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Individual Investor Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders and Individual Investors are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Individual Investor Portion where allotment to each Individual Investor Bidders shall not be less

than the minimum bid lot, subject to availability of Equity Shares in Individual Investor Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “Issue Procedure” beginning on page 254 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page 254 of this Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Issue Procedure” on page 254 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

#### **BID/OFFER PROGRAM:**

Event	Indicative Dates
Bid/ Issue Opening Date	Thursday, August 07, 2025
Bid/ Issue Closing Date	Monday, August 11, 2025



Finalization of Basis of Allotment with the Designated Stock Exchange	On or Before Tuesday, August 12, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or Before Wednesday, August 13, 2025
Credit of Equity Shares to Demat accounts of Allottees	On or Before Wednesday, August 13, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before Thursday, August 14, 2025

*\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investor and Non- Individual Investor Bidders. The time for applying for Individual Investor Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs, Non-Institutional Applicants and Individual Investor are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Allocation to Individual Investors, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-issue and price band advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction. If our Company withdraw the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## UNDERWRITING

The Company and the Book Running Lead Manager to the issue hereby confirm that the issue is 100% Underwritten by Beeline Capital Advisors Private Limited in the capacity of Underwriter to the issue. Pursuant to the terms of the Underwriting Agreement dated July 10, 2025 entered into by Company and Underwriter – Beeline Capital Advisors Private Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of Total Issue Size Underwritten
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INM000012917 <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. <b>Telephone Number:</b> +91 7948407357 <b>Email Id:</b> mb@beelinemb.com <b>Investors Grievance Id:</b> ig@beelinemb.com <b>Website:</b> www.beelinemb.com <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	Upto 51,00,000 Equity Shares of ₹ 10/- being Issued at ₹ [●] each	[●]	[●]

*\*Includes 2,56,000 Equity shares of Rs.10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

As per Regulation 260(2) of SEBI (ICDR) Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of Issue out of its own account. In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective obligations in full.

## CHANGES IN AUDITORS DURING LAST THREE YEARS

Except as disclosed below there is no change in the auditors during the last three years immediately preceding the date of this Red Herring Prospectus.

S.No	Date	From	To	Reason for Change
1.	<b>Date of Appointment-</b> 29/08/2023  <b>Date of Resignation-</b> 05/08/2023	<b>M/s. Dipal R Shah &amp; Co., Chartered Accountants</b> <b>Address:</b> 507, Mauryansh Elanza, Near Parekh Hospital, Shayamal Cross Road, Satellite, Ahmedabad-380015, Gujarat, India <b>Tel No.:</b> +91-731-2576077, 4075777, 2578777 <b>Email:</b> <a href="mailto:info@drscindia.com">info@drscindia.com</a> <b>Membership No.-</b> 119628 <b>Firm Registration No.-</b> 126576W	<b>M/s. Nalin K. Thakkar &amp; Co., Chartered Accountants</b> <b>Address:</b> 501, Titanium One, Nr. Rajpath Club, Opp. Pakwan, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat, India <b>Tel No :</b> 079 48011743, +91 9825047487, +91 9825847486 <b>Email:</b> <a href="mailto:nalinkth@yahoo.co.in">nalinkth@yahoo.co.in</a> <b>Membership No.-</b> 101454 <b>Firm Registration No.-</b> 116546W	Pre-occupation with other assignments

We have authorized M/s AY & Co., Chartered Accountants to act as Peer Review Auditor of our Company vide Board Resolution dated September 02, 2024.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated July 10, 2025 with the following Market Maker, to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	Spread X Securities Private Limited
<b>Correspondence Address:</b>	Shilp Corporate Park, B Block, 13th Floor, B-1309 Near Rajpath Club, Rangoli Road, S.G. Highway, Ahmedabad-380054, Gujarat, India.
<b>Tel No.:</b>	079-69072020
<b>E-mail:</b>	<a href="mailto:info@spreadx.in">info@spreadx.in</a>

<b>Website:</b>	<a href="http://www.spreadx.in">www.spreadx.in</a>
<b>Contact Person:</b>	Mrs. Khushbu Nikhilkumar Shah
<b>SEBI Registration No.:</b>	IN2000310930

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE Limited and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
  2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of National Stock Exchange of India Limited (NSE EMERGE) and SEBI from time to time
  3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
  4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of National Stock Exchange of India Limited (NSE EMERGE) from time to time).
  5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
  6. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform National Stock Exchange of India Limited (NSE EMERGE) from time to time.
  7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
  8. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
  9. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
  10. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
  11. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
  12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
  13. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of the SEBI ICDR Regulations. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker



or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

14. Risk containment measures and monitoring for Market Makers: NSE EMERGE Exchange will have all margins, which are applicable on NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

15. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by exchange from time to time.

16. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

- (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Platform.

S.No.	Market Price Slab (In ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

17. Punitive Action in case of default by Market Makers: NSE EMERGE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

18. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹ 20 to ₹ 50 Crore	20%	19%
₹ 50 to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI /NSE from time to time.

## SECTION VI – CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of the Red Herring Prospectus and after giving effect to this Issue, is set forth below: Amount (Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate nominal Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 2,00,00,000 Equity Shares having Face Value of Rs 10/- each	2,000.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital before the Issue</b> 1,40,00,000 Equity Shares having Face Value of Rs.10/- each issued fully paid up before the Issue.	1400.00	-
C	<b>Present Issue in terms of the Red Herring Prospectus</b> Issue of upto 51,00,000 Equity Shares having Face Value of Rs.10/- each at a price of Rs. [●] per Equity Share.	[●]	[●]
	<b>Which Comprises</b>		
I.	<b>Reservation for Market Maker portion</b> 2,56,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
II.	<b>Net Issue to the Public</b> Net Issue to Public of 48,44,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	of which (2)		
	Not more than 24,20,800 Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds		
	At least 16,96,000 Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Individual Investors.	[●]	[●]
	At least 7,27,200 Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
D	<b>Issued, Subscribed and Paid-up Equity Share capital after the Issue</b> 1,91,00,000 Equity Shares of Rs. 10/- each	[●]	-
E	<b>Securities Premium Account</b> Before the Issue After the Issue		Nil [●]*

<sup>(1)</sup> The Present Issue of Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated October 25, 2024 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of the members held on November 18, 2024.

<sup>(2)</sup> The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

\*The amount disclosed is prior to deduction of Issue expenses.

### **Class of Shares**

As on the date of Red Herring Prospectus, our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Red Herring Prospectus.

### **Details of changes in Authorized Share Capital of our Company:**

Since the incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

a) The initial Authorised share capital of our Company was ₹1,00,000 (One Lakh) divided into 10,000 (Ten thousand) Equity Shares of ₹10 each. This Authorised share capital was increased to ₹50,00,000 (Rupees Fifty Lacs) divided into 5,00,000 (Five

Lacs) Equity Shares of ₹10 each pursuant to a resolution passed by our Shareholders in Extra-Ordinary General Meeting held on October 4, 2021.

b) The Authorised capital was further increased to 20,00,00,000 (Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10 each pursuant to a resolution passed by our Shareholders in Annual General Meeting held on September 30, 2024.

## Notes to Capital Structure

### 1. Equity Share Capital History of our Company:

(a) The history of the equity share capital and the securities premium account of our company are set out in the following table: -

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity	Cumulative Paid-Up Share Capital (Rs.)	Cumulative Securities Premium (Rs.)
On Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000	--
March 05, 2022	4,90,000	10	10	Cash	Right Issue <sup>(ii)</sup>	5,00,000	50,00,000	--
November 21, 2024	1,35,00,000	10	--	Cash	Bonus Allotment <sup>(iii)</sup>	1,40,00,000	14,00,00,000	--

#Bonus issue of 1,35,00,000 equity shares in the ratio of 27:1 dated November 21, 2024 has been issued by Capitalization of Reserve & Surplus of the Company.

All the above-mentioned shares are fully paid up since the date of allotment.

#### Notes:

i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Names of Person	Number of Shares Subscribed
1.	Kishan Lal	4,900
2.	Shakuntla	4,900
3.	Subham Shukla	40
4.	Shivank Parashar	40
5.	Nitin Gupta	40
6.	Rohit Dandriyal	40
7.	Sushil Pant	40
	<b>Total</b>	<b>10,000</b>

ii) Right Issue Allotment of 4,90,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio of 49:1 i.e. 49 Right Equity Share for each equity share held as per the details given below:

S. No.	Names of Person	Number of Shares Allotted
1.	Rahul Kamleshbhai Dhyani	2,44,853
2.	Anish Tulshibhai Patel	2,44,853
3.	Indumati Tulshibhai Patel	49
4.	Tulshibhai Kanjibhai Patel	49
5.	Kamlesh Jayntilal Dhyani	49
6.	Archana Rahulbhai Dhyani	49
7.	Poonam Anish Patel	49
8.	Megha Keyur Joshi	49
	<b>Total</b>	<b>4,90,000</b>

iii) **Bonus Allotment of 1,35,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio of 27:1 i.e. 27 Bonus Equity Share for 1 each equity shares held as per the details given below:**

S. No.	Names of Person	Number of Shares Allotted
1.	Rahul Kamleshbhai Dhyani	67,45,950
2.	Anish Tulshibhai Patel	67,45,950
3.	Indumati Tulshibhai Patel	1,350
4.	Tulshibhai Kanjibhai Patel	1,350
5.	Kamlesh Jayntilal Dhyani	1,350
6.	Archana Rahulbhai Dhyani	1,350
7.	Poonam Anish Patel	1,350
8.	Megha Keyur Joshi	1,350
	<b>Total</b>	<b>1,35,00,000</b>

b) As on the date of the Red Herring Prospectus, our Company does not have any preference share capital.

## (2) Issue of Equity Shares for consideration other than cash

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
November 21, 2024	1,35,00,000	10.00	-	Other than Cash – Bonus Issue	Capitalization of Reserves	Rahul Kamleshbhai Dhyani	67,45,950
						Anish Tulshibhai Patel	67,45,950
						Indumati Tulshibhai Patel	1,350
						Tulshibhai Kanjibhai Patel	1,350
						Kamlesh Jayntilal Dhyani	1,350
						Archana Rahulbhai Dhyani	1,350
						Poonam Anish Patel	1,350
						Megha Keyur Joshi	1,350

(3) Our company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Red Herring Prospectus.

(4) We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(5) No Equity Shares have been allotted pursuant to any scheme approved under section of 230-234 of Companies Act 2013.

(6) As on the date of the Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option Scheme / Employees Stock Purchase Scheme.

(7) The Issue Price shall be decided by our Company in consultation with the Book Running Lead Manager, except as disclosed below, we have not issued any Equity Shares at price below issue price within last one year from the date of this Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Whether part of Promoter Group	Allottees	No. of Shares Allotted
November 21, 2024	1,35,00,000	10.00	--	Bonus Issue	Yes	Rahul Kamleshbhai Dhyani	67,45,950
					Yes	Anish Tulshibhai Patel	67,45,950
					Yes	Indumati Tulshibhai Patel	1,350
					Yes	Tulshibhai Kanjibhai Patel	1,350
					Yes	Kamlesh Jayntilal Dhyani	1,350
					Yes	Archana Rahulbhai Dhyani	1,350

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Whether part of Promoter Group	Allottees	No. of Shares Allotted
					Yes	Poonam Anish Patel	1,350
					Yes	Megha Keyur Joshi	1,350



## (9) Shareholding Pattern

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Red Herring Prospectus:

**Table I – Summary of Shareholding Pattern:-**

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Class Equity Shares of	Number of Voting Rights held in each class of securities*	Total as a % of (A+B+ C)	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2)	No. (a)	Number of Locked in shares	As a % of total Shares held (b)	No. (a)	Number of Shares pledged or otherwise encumbered	As a % of total Share s held (b)	Number of equity shares held in dematerialized form
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII		XIII		XIV		
(A)	Promoter & Promoter Group	8	1,33,50,000	-	-	1,33,50,000	95.36	1,33,50,000	1,33,50,000	95.36	-	95.36	-	-	-	-	-	-	1,33,50,000
(B)	Public	7	6,50,000	-	-	6,50,000	4.64	6,50,000	6,50,000	4.64	-	4.64	-	-	-	-	-	-	6,50,000
( C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	15	1,40,00,000	-	-	1,40,00,000	100.00	1,40,00,000	1,40,00,000	100.00	-	100.00	-	-	-	-	-	-	1,40,00,000

\*As on date of this Red Herring Prospectus 1 Equity share holds 1 vote.

^ We have only one class of Equity Shares of face value of Rs. 10/- each.

**Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group**

Sr. No. (I)	Category of shareholder (II)	Nos. of shares (III)	No. of fully paid up equity shares held (IV)	No. of shares held (V)	No. of shares under lying Deposi Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (A+B+C)	No of shares Under lying Outstanding convertible securities (Including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*	As a % of total shares held (b)	Number of shares pledged or otherwise encumbered (XIII) As a % of total shares held (b)	Number of equity shares held in dematerialized form	
								No of Voting Rights Class X	C	Total								
(1)	Indian																	
(a)	Individuals/Hindu undivided Family																	
1.	Rahul Kamleshbhai Dhyani	1	66,70,800	-	-	66,70,800	47.65	66,70,800	-	66,70,800	47.65	-	47.65	-	-	-	-	66,70,800
2.	Anish Tulshibhai Patel	1	66,70,800	-	-	66,70,800	47.65	66,70,800	-	66,70,800	47.65	-	47.65	-	-	-	-	66,70,800
3.	Indumati Tulshibhai Patel	1	1,400	-	-	1,400	0.01	1,400	-	1,400	0.01	-	0.01	-	-	-	-	1,400
4.	Tulshibhai Kanjibhai Patel	1	1,400	-	-	1,400	0.01	1,400	-	1,400	0.01	-	0.01	-	-	-	-	1,400
5.	Kamlesh Jayntilal Dhyani	1	1,400	-	-	1,400	0.01	1,400	-	1,400	0.01	-	0.01	-	-	-	-	1,400
6.	Archana Rahulbhai Dhvani	1	1,400	-	-	1,400	0.01	1,400	-	1,400	0.01	-	0.01	-	-	-	-	1,400

7.	Poonam Anish Patel	1	1400	-	-	1400	0.01	1400	-	1400	0.01	-	0.01	-	-	-	-	1400
8.	Megha Keyur Joshi	1	1400	-	-	1400	0.01	1400	-	1400	0.01	-	0.01	-	-	-	-	1400
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other – Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(1)</b>	<b>8</b>	<b>1,33,50,000</b>	<b>-</b>	<b>-</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>1,33,50,000</b>	<b>-</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>-</b>	<b>95.36</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,33,50,000</b>
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoters and Promoters'</b>	<b>8</b>	<b>1,33,50,000</b>	<b>-</b>	<b>-</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>1,33,50,000</b>	<b>-</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>-</b>	<b>95.36</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,33,50,000</b>

	Group (A)=(A)(1)+(A)(2)																	
	Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A																	

**Table III - Statement showing shareholding pattern of the Public shareholder**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Class eg: X No of Voting Rights (XIV)	Number of Voting Rights held in each class of securities (IX)	Class eg:y	Total	Total as a % of	No of shares Underlying	Shareholding , as a % assuming full conversion of convertible securities	No. (a) Number of Locked in shares (XII)*	As a % of total shares held (b)	No. (a) Number of shares pledged or otherwise encumbered (XIII)	As a % of total shares held (b)	Number of equity shares held in dematerialized form
(B1)	Institutions (Domestic)																		
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1.	Nexus Equity Growth fund Nexus Equity Growth Fund – SCH-1	1	1,40,000	-	-	1,40,000	1.00	1,40,000	-		1,40,000	1.00	-	-	-	-	-	-	1,40,000
(d)	Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Asset reconstruction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	companies																	
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Other Financial Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	1	1,40,000	-	-	1,40,000	1.00	1,40,000	-	1,40,000	1.00	-	-	-	-	-	-	1,40,000
(B2)	Institutions (Foreign)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B3)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B4)	Non-institutions																	



(a)	Associate Companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Relatives of promoter (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital upto ₹ 2 Lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Resident Individuals holding share capital in excess of ₹ 2 Lakhs	3	3,20,000	-	-	3,20,000	2.28	3,20,000	-	3,20,000	2.28	-	-	-	-	-	-	3,20,000
(i)	Non-Resident Indians (NRIs)	1	70,000	-	-	70,000	0.50	70,000	-	70,000	0.50	-	-	-	-	-	-	70,000
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1.	KRMG Contractors Private Limited	1	50,000	-	-	50,000	0.36	50,000		50,000	0.36	-	-	-	-	-	-	50,000
2.	Pihans Trading Private Limited	1	70,000	-	-	70,000	0.50	70,000		70,000	0.50	-	-	-	-	-	-	70,000
(m)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(4)	6	5,10,000	-	-	5,10,000	3.64	5,10,000	-	5,10,000	3.64	-	-	-	-	-	-	5,10,000



	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3) + (B)(4)	7	6,50,000	-	-	6,50,000	4.64	6,50,000	-	6,50,000	4.64	-	-	-	-	-	-	6,50,000
	<b>Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A</b>																	
	<b>Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.</b>																	

**Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder**

Sr. No. (I)	Category of shareholder (II)	Nos. Of share holder s (III)	No. of fully paid up equity shares held (IV)	No. Of Partl y paid-up equity shar es held (V)	No. Of shares underlyin g Depositor y Receipts (VI)	Total nos. shar es held (VII) = (IV) + (V) + (VI)	Shareholdin g as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlyi ng Outstand ing convertib le securities (Includin g Warrants ) (X)	Shareholdin g , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)	Number of shares pledged or otherwise encumbere d (XIII)		Number of equity shares held in demateri alized form	
								Class eg: X	Class eg:y	Total	Total as a % of (A+B +C)				No. (a)	As a % of total shar es held (b)		No. (a)
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



**Table V - Statement showing details of significant beneficial owners**

Sr No	Details of the significant beneficial owner (I)			Details of the registered owner (II)			Particulars of the shares in which significant beneficial interest is held by the beneficial owner (III)		Date of creation/acquisition of significant beneficial interest (IV)
	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	
N/A									



(9) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Rahul Kamleshbhai Dhyani	66,70,800	47.65
2.	Anish Tulshibhai Patel	66,70,800	47.65
3.	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1	1,40,000	1.00
	<b>Total</b>	<b>1,34,81,600</b>	<b>96.30</b>

(10) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two year prior as on the date of this Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)*
1.	Rahul Kamleshbhai Dhyani	2,49,850	49.97
2.	Anish Tulshibhai Patel	2,49,850	49.97
	<b>Total</b>	<b>4,99,700</b>	<b>100.00</b>

\*Details of shares held on March 31, 2023 and percentage held has been calculated based on paid up capital of our Company as on March 31, 2023.

(11) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior as on the date of this Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)^
1.	Rahul Kamleshbhai Dhyani	2,49,850	49.97
2.	Anish Tulshibhai Patel	2,49,850	49.97
	<b>Total</b>	<b>4,99,700</b>	<b>100.00</b>

^Details of shares held on March 31, 2024 and percentage held has been calculated based on paid up capital of our Company as on March 31, 2024.

(12) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior as on the date of this Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre Issue paid up Capital)
1.	Rahul Kamleshbhai Dhyani	66,70,800	47.65
2.	Anish Tulshibhai Patel	66,70,800	47.65
3.	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1	1,40,000	1.00
	<b>Total</b>	<b>1,34,81,600</b>	<b>96.30</b>

(13) Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing the Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company.

S. No	Name of Shareholders	Date of Transaction	Promoter/ Promoter Group/Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Rahul Kamleshbhai Dhyani	November 21, 2024	Promoter and Joint Managing Director	67,45,950	--	Bonus Issue
2.	Anish Tulshibhai Patel		Promoter and Managing Director	67,45,950	--	

3.	Indumati Tulshibhai Patel		Promoter Group	1,350	--	
4.	Tulshibhai Kanjibhai Patel		Promoter Group	1,350	--	
5.	Kamlesh Jayntilal Dhyani		Promoter Group	1,350	--	
6.	Archana Rahulbhai Dhyani		Promoter Group	1,350	--	
7.	Poonam Anish Patel		Promoter Group	1,350	--	
8.	Megha Keyur Joshi		Promoter Group	1,350	--	
9.	Rahul Kamleshbhai Dhyani	May 23, 2025	Promoter and Joint Managing Director	--	1,05,000	Transferred
10.	Dhyani	May 27, 2025	Managing Director	--	1,13,000	
11.	Anish Tulshibhai Patel	May 23, 2025	Promoter and Managing Director	--	1,05,000	Transferred
12.		May 27, 2025	Director	--	1,13,000	
13.	Rahul Kamleshbhai Dhyani	June 07, 2025	Promoter and Joint Managing Director	--	1,07,000	Transferred
14.	Anish Tulshibhai Patel	June 07, 2025	Promoter and Managing Director	--	1,07,000	Transferred

(14) None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Rahul Kamleshbhai Dhyani	Promoter and Joint Managing Director	66,70,800
Anish Tulshibhai Patel	Promoter and Managing Director	66,70,800

(15) Capital Build up in respect of shareholding of our Promoters:

As on date of the Red Herring Prospectus, our promoters Rahul Kamleshbhai Dhyani, Anish Tulshibhai Patel holds 1,33,41,600 Equity Shares constituting 95.30% of the issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share (₹)	Issue /Acquisition/ Transfer Price per Equity Share (₹)*	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>Anish Tulshibhai Patel</b>						
January 12, 2018	Acquired through Transfer <sup>(1)</sup>	4,997	10.00	10.00	0.04	0.03
March 05, 2022	Right Issue	2,44,853	10.00	10.00	1.75	1.28
November 21, 2024	Bonus Issue	67,45,950	10.00	--	48.19	35.32
May 23, 2025	Transfer of Shares <sup>(2)</sup>	(1,05,000)	10.00	142.00	(0.75)	(0.55)
May 27, 2025	Transfer of Shares <sup>(2)</sup>	(1,13,000)	10.00	142.00	(0.81)	(0.59)
June 07, 2025	Transfer of Shares <sup>(2)</sup>	(1,07,000)	10.00	142.00	(0.76)	(0.56)
<b>Total A</b>		<b>66,70,800</b>			<b>47.65</b>	<b>34.93</b>
<b>Rahul Kamleshbhai Dhyani</b>						
January 12, 2018	Acquired through Transfer <sup>(2)</sup>	4,997	10.00	10.00	0.04	0.03
March 05, 2022	Right Issue	2,44,853	10.00	10.00	1.75	1.28
November 21, 2024	Bonus Issue	67,45,950	10.00	--	48.19	35.32
May 23, 2025	Transfer of Shares <sup>(4)</sup>	(1,05,000)	10.00	142.00	(0.75)	(0.55)
May 27, 2025	Transfer of Shares <sup>(4)</sup>	(1,13,000)	10.00	142.00	(0.81)	(0.59)
June 07, 2025	Transfer of Shares <sup>(4)</sup>	(1,07,000)	10.00	142.00	(0.76)	(0.56)
<b>Total B</b>		<b>66,70,800</b>			<b>47.65</b>	<b>34.93</b>
<b>Total (A+B)</b>		<b>1,33,41,600</b>			<b>95.30</b>	<b>69.85</b>



(1) Details of Shares acquired by Anish Tulshibhai Patel

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1	January 12, 2018	Kishan Lal	4,900	Anish Tulshibhai Patel
2		Shubham Shukla	40	
3		Shivank Parashar	40	
4		Sushil Pant	17	
Total			4,997	

(2) Details of Shares transfer by Anish Tulshibhai Patel

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	May 23, 2025	Anish Tulshibhai Patel	35,000	Bhaskar Srinivasan
2.			70,000	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1
3.	May 27, 2025		25,000	KRMG Contractors Private Limited
4.			53,000	Farukbhai Gulambhai Patel
5.			35,000	Pihans Trading Private Limited
6.	June 07, 2025		1,07,000	Mr. Deven M Shah
Total			3,25,000	

(3) Details of Share acquired by Rahul Kamleshbhai Dhyani dated January 12, 2018

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	January 12, 2018	Shakuntala	4,900	Rahul Kamleshbhai Dhyani
2.		Nitin Gupta	40	
3.		Rohit Dandriyal	40	
4.		Sushil Pant	17	
Total			4,997	

(4) Details of Shares transfer by Rahul Kamleshbhai Dhyani

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee
1.	May 23, 2025	Rahul Kamleshbhai Dhyani	35,000	Bhaskar Srinivasan
2.			70,000	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1
3.	May 27, 2025		25,000	KRMG Contractors Private Limited
4.			53,000	Farukbhai Gulambhai Patel
5.			35,000	Pihans Trading Private Limited
6.	June 07, 2025		1,07,000	Mr. Dhiren Mahendrakumar Shah
Total			3,25,000	

16. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Anish Tulshibhai Patel	66,70,800	0.00
Rahul Kamleshbhai Dhyani	66,70,800	0.00

\*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each.

(17) Except as provided below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of the Red Herring Prospectus.

Date of Transaction	Number of Equity Shares Allotted/Acquired/(Sold)	Face Value (Rs.)	Issue Price/Acquired Price (Rs.)*	Nature	Nature of Consideration	Name of the Allottees/Transferor/transferee	Category
May 23, 2025	(1,05,000)	10.00	142.00	Transfer of Shares	Cash	Anish Tulshibhai Patel	Promoter and Managing Director
May 27, 2025	(1,13,000)	10.00	142.00			Anish Tulshibhai Patel	Promoter and Managing Director
May 23, 2025	(1,05,000)	10.00	142.00			Rahul Kamleshbhai Dhyani	Promoter and Joint Managing Director
May 27, 2025	(1,13,000)	10.00	142.00			Rahul Kamleshbhai Dhyani	Promoter and Joint Managing Director
June 07, 2025	(1,07,000)	10.00	142.00			Anish Tulshibhai Patel	Promoter and Managing Director
June 07, 2025	(1,07,000)	10.00	142.00			Rahul Kamleshbhai Dhyani	Promoter and Joint Managing Director

\*The maximum and minimum price at which the aforesaid transaction was made is Rs.142.00/- per Equity Share.

(18) Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group as on the date of the Red Herring Prospectus is as below: -

S. No	Names	Pre-Issue Shares Held	% Shares Held	Post Issue Shares Held	% Shares Held
<b>A.</b>	<b>PROMOTER</b>				
1.	Anish Tulshibhai Patel	66,70,800	47.65	66,70,800	34.93
2.	Rahul Kamleshbhai Dhyani	66,70,800	47.65	66,70,800	34.93
	<b>TOTAL (A)</b>	<b>1,33,41,600</b>	<b>95.30</b>	<b>1,33,41,600</b>	<b>69.86</b>
<b>B</b>	<b>PROMOTER GROUP</b>				
1.	Indumati Tulshibhai Patel	1,400	Negligible	1,400	Negligible
2.	Tulshibhai Kanjibhai Patel	1,400	Negligible	1,400	Negligible
3.	Kamlesh Jayntilal Dhyani	1,400	Negligible	1,400	Negligible
4.	Archana Rahulbhai Dhyani	1,400	Negligible	1,400	Negligible
5.	Poonam Anish Patel	1,400	Negligible	1,400	Negligible
6.	Megha Keyur Joshi	1,400	Negligible	1,400	Negligible
	<b>TOTAL (B)</b>	<b>8,400</b>	<b>0.06</b>	<b>8,400</b>	<b>0.04</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,33,50,000</b>	<b>95.36</b>	<b>1,33,50,000</b>	<b>69.90</b>

(19) Details of Promoter's Contribution locked in for three years:

Date of Allotment / transfer of fully paid up Shares	Date when made Fully paid up	Nature of Allotment/ Acquired/Transfer	No. of shares Allotted/ Acquired Transferred	Face Value (Rs.)	Issue Price/ Transfer Price (Rs.)	% of Pre Issue Shareholding	% of Post Issue Shareholding	Lock in Period
<b>Anish Tulshibhai Patel</b>								
November 21, 2024	November 21, 2024	Bonus Issue	19,50,000	10.00	-	13.93	10.21	3 Years
<b>Rahul Kamleshbhai Dhyani</b>								
November 21, 2024	November 21, 2024	Bonus Issue	19,50,000	10.00	-	13.93	10.21	3 Years
<b>Total</b>			<b>39,00,000</b>			<b>27.86</b>	<b>20.42</b>	

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked

in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoter Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-Issue shareholding of the Promoter, other than the Minimum Promoter contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Our Promoters, Anish Tulshibhai Patel and Rahul Kamleshbhai Dhyani have by a written undertaking, consented to have 39,00,000 Equity Shares held by them to be locked in as Minimum Promoter Contribution for a period of three years from the date of allotment in this Issue and will not be disposed /sold/transferred by the promoter during the period starting from the date of filing this Red Herring Prospectus with SME Platform of National Stock Exchange of India Limited (NSE EMEREG) till the date of commencement of lock-in period as stated in this Red Herring Prospectus. The Equity Shares under the Promoters contribution will constitute 20.42% of our post-Issue paid up share capital.

Our Promoters has also consented that the Promoters contribution under Regulation 236 of the SEBI ICDR Regulations will not be less than 20% of the post Issue paid up capital of our Company.

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237 of SEBI (ICDR) Regulations, 2018:

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. Hence Eligible
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237 (1) (b)	Specified securities acquired by the promoters' and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s) during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer. Explanation. - For the purpose of this, it is clarified that the price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

#### Details of Share Capital Locked in For One Year

In terms of Regulation 236 and 237 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for 3 (three) years, as specified above, the entire pre-issue equity share capital held by promoters and entire pre-issue capital held by persons other than promoters of our Company i.e. Promoter Group members and Public holding 1,01,00,000 Equity Shares shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

#### Other requirements in respect of lock-in:

- In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

(20) None of our Promoter, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Red Herring Prospectus.

(21) Neither, we nor our Promoter, Directors and the Book Running Lead Manager to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.

(22) As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Issue.

(23) As on the date of the Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

(24) Our Company has not raised any bridge loan against the proceeds of the Issue.

(25) Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

(26) As on the date of the Red Herring Prospectus, none of the shares held by our Promoter / Promoters Group are subject to any pledge.

(27) The Lead Manager i.e. Beeline Capital Advisors Private Limited and their associates do not hold any Equity Shares in our

Company as on the date of filing of the Red Herring Prospectus.

(28) We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.

(29) Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments

(30) None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.

(31) An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

(32) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

(33) In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.

(34) The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

(35) The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

(36) At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

(37) Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

(38) As on the date of the Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option scheme/ / Employees Stock Purchase Scheme.

(39) There are no Equity Shares against which depository receipts have been issued.

(40) Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Red Herring Prospectus.

(41) We have 15(Fifteen) Shareholders as on the date of filing of the Red Herring Prospectus.

(42) There are no safety net arrangements for this Public Issue.

(43) Our Promoter and Promoter Group will not participate in this Issue.

(44) This Issue is being made through Book Building Method.

(45) Except as disclosed in the Red Herring Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Red Herring Prospectus.

(46) No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

(47) Pursuant to regulation 274, we shall ensure that all transactions in securities by the promoter and promoter group between the date of filing of the draft offer document or offer document, as the case may be, and the date of closure of the issue shall be reported to the stock exchange(s), within twenty-four hours of such transactions.





## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a public Issue of upto 51,00,000 Equity Shares of face value of Rs. 10/- each of our Company at an Issue Price of [●] per Equity Share.

#### **Requirement of Funds: -**

We intend to utilize the net proceeds of the Issue to meet the following objects: -

1. Funding capital expenditure requirement for purchase of corporate office
2. Funding capital expenditure requirement of purchase of LED Screens and Projectors
3. Funding Working Capital Requirement
4. Funding General Corporate Purposes

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of National Stock Exchange of India Limited (NSE EMERGE). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company. The main objects clause of our Memorandum of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

**Proceeds of the Issue:** The details of the proceeds from the Issue are provided in the following table:

Particulars	Amt. (₹ in Lakhs)
Gross Issue Proceeds*	[●]
Less: Public Issue Related Expenses*	[●]
<b>Net Issue Proceeds*</b>	<b>[●]</b>

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC*

**Utilization of Funds:** The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

S. No	Particulars	Amt. (₹ in Lakhs)	% of Total Size
1.	Funding capital expenditure requirement for purchase of corporate office	1479.00	[●]
2.	Funding capital expenditure requirement of purchase of LED Screens and Projectors	2444.00	[●]
3.	Funding Working Capital Requirement	3763.00	[●]
4.	Funding General Corporate Purposes*	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>[●]</b>

*\*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our Company.*

**Proposed Schedule of Implementation:** The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 2025-26*	Amount to be deployed and utilized in F.Y. 2026-27*
1.	Funding capital expenditure requirement for purchase of corporate office	1479.00	--
2.	Funding capital expenditure requirement of purchase of LED Screens and Projectors	2444.00	--
3.	Funding Working Capital Requirement	2363.00	1400.00
4.	Funding General Corporate Purposes*	[●]	[●]
	<b>Total</b>	<b>[●]</b>	<b>[●]</b>

*\*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our Company or ₹10 crores whichever is lower.*

Further to the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Issue Proceeds in the subsequent Financial Years

towards the Object.

The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Red Herring Prospectus.

As we operate in dynamic environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 23 of the Red Herring Prospectus.

**Means of Finance:** -We intend to finance our Objects of Issue through Net Proceeds which is as follows:

Particulars	Amt. (₹ in Lakhs)
Net Proceeds	[●]
<b>Total</b>	<b>[●]</b>

*Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.*

#### **Details of the Objects:**

##### **1. Funding capital expenditure requirement for purchase of corporate office**

Our Company has entered into Letter of Intent for purchase of corporate office admeasuring 7174.85 sq ft approx. with Shree Ashtvinayak Estate Management at rate of Rs.17,465 per sq.ft. We propose to deploy issue proceeds amounting to Rs. 1479.00 Lakhs by acquiring commercial property which will be used in setting up corporate office in Gujarat. As of the date of this RHP the registered office as well as all other place of businesses as mentioned in Place of business under chapter title Business Overview at page number 123 are taken on lease by the company. This proposed expenditure will not only lead to creation of an asset for the company but will also add to the profitability of the company which will enhance our company's image, optimize operations, and support future growth. Currently, the company operates from a leased registered office, which may soon become inadequate given its rapid expansion over the next one to two years. Rather than continuing with a rental or lease arrangement, the company has strategically decided to invest in its own office space to accommodate its growing workforce and ensure long-term operational stability. Since the company's registered office and its promoters are based in Ahmedabad, acquiring office space in the same city will provide better oversight and management of staff handling operations across multiple states. A centrally located, owned office will enhance efficiency, improve coordination, and strengthen the company's operational control. Beyond addressing our immediate space requirements, purchasing an office space will offer several added advantages, the rationale for the Proposed Usage of the Corporate Office Space (7,174.85 sq. ft. approx.) are detailed below:

- Experiment Centre for Future Cinema Ideas:** The office can become an Innovation Hub for testing new technologies like VR, immersive sound, 4DX, digital walls, LED Screens and any other such technology. This allows the company to experiment and fine-tune ideas before they reach the public.
- Training Space for Cinema Theatre Employees:** A dedicated space for training in customer service, technical skills, and emergency response, with virtual options for staff in other locations, ensuring everyone is prepared.
- Food Testing Lab for Cinema F&B:** A space to test new food ideas, like healthy snacks or themed packaging, to create a

unique experience for cinema-goers and gather feedback for future improvements.

4. **Display Room & Storage:** A dedicated area to display cinema materials and securely store important files, keeping everything organized and accessible.
5. **Conference Room:** A versatile space for meetings with franchisees—both new and existing—and teams from marketing, procurement, accounts, finance, and investor relations.
6. **Data Center Room:** A spacious room to store and manage all technical data for theaters, equipped with the right software and hardware to ensure easy access and smooth operation.

#### Cost-Benefit Analysis:

1. **Rental vs. Ownership Considerations:** When deciding between renting and owning, several factors come into play, including rising costs, relocation expenses, time required for moving, operational disruptions, and the need to update business addresses with various authorities, customers, vendors, and distributors. Relocating often comes with additional complications and administrative overhead that can be avoided by investing in a permanent office.
2. **Estimated Cost of New Premises:** The total estimated cost for acquiring the office premises, covering 7,174.85 sq. ft. of carpet area, is Rs. 14.79 Crores. In comparison, the annual rental cost for such a space would currently amount to approximately Rs. 60.00 Lakhs.
3. **Long-Term Financial Benefits:** While rental payments are a recurring expense, purchasing office space offers the advantage of long-term capital appreciation. Real estate prices in Ahmedabad have been consistently rising over the past two to three years, making it a strong investment opportunity that will likely increase in value over time.
4. **Additional Rental Costs for External Events:** Holding external events, meetings, or marketing activities in rented venues would incur additional rental costs. By investing in our own office space, the company can eliminate these recurring expenses while creating a dedicated venue for company's office and events.
5. **Enhanced Goodwill and Brand Image:** Owning a permanent office space will also contribute positively to the company's goodwill and brand image. A permanent and established presence enhances the company's reputation, which can help attract new business and strengthen relationships with clients and stakeholders.
6. **Employee Productivity and Retention:** A permanent office space will improve internal communication, comfort, and accessibility for employees, boosting their confidence and job satisfaction. This, in turn, will help with employee retention and support the company's long-term objectives. Additionally, the smooth functioning of all departments—such as cinema development, operations, finance, and marketing—will be better facilitated in a well-organized, dedicated space.

The current leasehold office is inadequate to meet the company's long-term needs and anticipated business growth. The proposed space of 7,174.85 sq. ft. will address these requirements, supporting both operational expansion and the strategic objectives of the company.

#### Details of the vendor

S.No	Particulars	Details
1	Name of the vendor	Shree Ashtvinayak Estate Management
2	Address of the vendor	B-1609, 16 <sup>th</sup> Floor, Westgate, Near YMCA Club, S.G.Road, Ahmedabad-380015, Gujarat, India
3	Descriptions of the vendor	RERA Registered Real Estate Broker
4	Occupation of the vendor	Real Estate Broker
5	The amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the issuer is a sub purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill	The Amount will be paid through Cash i.e. banking channel as per property finalized at the time of purchase.
6	Nature of the title or interest in such property acquired or to be acquired by the issuer	The property to be acquired by the Company is freehold property
7	Short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the issuer or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the issuer had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction.	Not Applicable
8	The property to which the above clauses apply is a property purchased or acquired by the issuer or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue or the purchase or acquisition of which has not been completed as of the date of the offer document or offer document, as the case may be.	Not Applicable

## Details of the Property

S. No	Particulars	Details
1.	Address of the premises	Mondeal Two Near Antriksh Colony BRTS, beside Double Tree by Hilton hotel, Ambli Rd, Vikram nagar, Bopal, Guajrat-380054, India (RERA NO.PR/GJ/AHMEDABAD/AHMEDABADCITY/AUDA/ CAA12151/170823)
2.	Chargeable Floor, Area, height, side of the building	Floor: 11 <sup>th</sup> Floor, 1104, 1105, 1106, 1107, 1108 Area: 7174.85 sq ft approx. (RERA carpet area)
3.	Purchase Amount with other charges	7174.85 sq ft* Rs.17,465 sq.ft = Rs.12,53,08,755/- Legal Fees- Rs.1,61,000/- Stamp Duty- Rs.73,93,195 GST- Rs.1,50,37,050 <b>Total- Rs.14,79,00,000</b>

As per the Letter of Intent dated July 15, 2025 and valid for 180 days from the date of signing LOI subject to property availability and market price fluctuations.

Note:

- The rates/purchase consideration may change due to factors including but not limited to market or economic conditions. In case of any increase in purchase consideration, the same will be funded by the company through internal accruals.
- The letter of intent is valid as on the date of RHP.

Our Directors, Key Managerial Personnel, Senior Management Personnel and Group Companies do not have any interest in above-mentioned Object or in the entities from whom we have obtained LOI in relation to such proposed expenses.

## 2. Funding capital expenditure requirement for purchase of LED Screens and Projectors

Our company is committed to continuing its investment in technology for our cinema operations, specifically focusing on the purchase of LED screens and projectors. This investment is integral to enhancing the viewing experience for our customers and maintaining the edge of our cinema facilities. As part of this strategy, we have identified the types of LED screens and projectors to be purchased, having already obtained quotations from reputable vendors. However, we are yet to place any orders or enter into definitive agreements for these purchases. To meet our capital expenditure requirements, our company proposes to allocate up to ₹2444.00 Lakhs from the Net Issue Proceeds towards the purchase of LED screens and projectors. The total estimated cost for procuring these essential assets for our cinemas is detailed in the table below. These purchases are expected to contribute significantly to providing a superior movie-watching experience, with high-definition visuals and projection technologies that are in line with current industry standards.

### Projectors:

Projectors.					
S. No.	Particulars	No. of Quantity	Unit Price (in Lakhs)	Supplier	Quotation Amount (Including taxes) (in Lakhs)*
1.	NEC 1202L laser Projector with standard Lens	30	27.50	Qube Cinema Technologies Private Limited	1056.00
2.	Epson EB- PU1008B with Standard Lens	30	5.10		195.84
Total					1251.84

Date of Quotations: July 15, 2025

Validity of Quotation: 180 days

### LED Screens:

LED Screens.

S. No.	Particulars	No. of Quantity	Unit Price (in Lakhs)	Supplier	Quotation Amount (in Lakhs)*
1.	P1.86 INDOOR (LED Display)	331	0.10	SNR Tech Display Pvt. Ltd	33.10
2.	LED VIDEO CONTROLLER	1	2.50		2.50
3.	Fabrication & Foundation	1	1.65		1.65
Total					37.255
For 25 Display					931.38
GST@28%					260.78
Total Amount					1192.16

Date of Quotations: July 15, 2025

Validity of Quotation: 180 days



For the financial year 2025-26, the company anticipates the operational launch of 60 screens. The LED screens and projectors intended to be procured using the proceeds from the IPO will be installed at these locations. The company has already secured Letters of Intent (LOIs) for all identified sites.

Currently, the rental or hire-purchase costs for each projector and LED screen stand at Rs. 17,500 and Rs. 92,000 per month, respectively. By directly purchasing this equipment using company funds, these recurring expenses can be eliminated, leading to substantial cost savings. Additionally, with the continuous rise in LED screen and projector prices, procuring these items in bulk for ongoing projects will further optimize costs and enhance financial efficiency.

The company anticipates the following benefits from the installation of its own LED screens and projectors:

#### **Higher Advertising Revenue**

- Owning the LED screens and projectors allows the company to earn 70% of the revenue from on-screen advertisements, compared to just 30% when operating under a rental model.
- Enhanced technology attracts higher payment from advertisers, resulting in increased earnings

#### **Additional Revenue from Virtual Print Fee (VPF)**

- By owning the projectors, the company earns a Virtual Print Fee (VPF) each time a movie is screened.
- This VPF revenue is sufficient to recover the cost of the projector in approximately three years, after which all VPF earnings contribute directly to profits.

#### **Cost Savings & Better-Quality Control**

- Renting projectors and screens incurs ongoing costs, which increase over time. Purchasing eliminates these recurring expenses.
- Owning the technology ensures consistent, viewing experiences without relying on third-party vendors.

It is important to note that LED screens and projectors are essential components for every cinema built by the company. The company has three options for acquiring these assets: (1) Ownership, (2) Hire Purchase, and (3) Rental. Historically, the company has relied on either rental or hire purchase arrangements for these assets. After gaining hands-on experience with both the rental and hire purchase models, and thoroughly evaluating the outcomes, the company has decided to shift to owning these assets. This decision is primarily driven by the evolving technological demands for LED screens, which are not readily available on rental or hire purchase terms, making ownership the most viable and future-proof option.

**Cost Benefit Analysis:** Renting has the lowest upfront cost (Rs. 2,10,000/- per year) but no ownership or no additional revenue benefits, hire purchase requires Rs. 9,00,000/- upfront plus Rs. 92,000/- per month for 24 months (total Rs. 31,08,000/-) with ownership after 2 years, while outright ownership costs Rs. 27,50,000/- one-time, ensuring the lowest amortized cost (Rs. 1,83,333/- per year) and maximum revenue benefits from day one. Hence, purchasing is the most feasible option for the long term, as it minimizes recurring costs, increases asset value, and maximizes revenue streams.

The option of renting and Hire purchase will affect regular monthly cash flow while the asset base of the company will also increase due to one-time cash flow in case of purchase of own LED screen / projectors.

#### **Operational Benefits of Owning LED Screens and Projectors:**

- Cost Optimization:** With the continuous rise in prices of LED screens and projectors, purchasing these items in bulk for ongoing projects will help optimize costs and improve financial efficiency, providing long-term savings.
- Increased Earnings through Enhanced Technology:** Upgrading to technology allows the company to attract higher payments from advertisers, leading to increased earnings due to better visibility and engagement.
- Revenue Recovery through VPF:** The Virtual Print Fee (VPF) revenue is sufficient to recover the cost of the projectors in approximately three years. After that, all VPF earnings directly contribute to the company's profits.
- Elimination of Recurring Rental Costs:** Renting projectors and screens involves ongoing costs that rise over time. By purchasing the equipment, it can eliminate these recurring expenses and avoid inflationary rental increases.
- Flexibility and Resource Optimization:** Owning the projectors and screens gives the company the flexibility to move them between different cinema locations as needed, optimizing the use of the equipment and ensuring that resources are allocated efficiently.
- Quick Replacement and Maintenance:** If any projectors or screens malfunction, owning the equipment ensures that replacements or repairs can be made quickly without waiting for external rentals or service providers. This minimizes disruptions, ensuring movie showings proceed on schedule and customer satisfaction is maintained.
- Avoiding Technical Issues with Rentals:** Rental options often provide older or used equipment, which may be more prone to technical issues that can cause show cancellations. Ownership allows the company to ensure the reliability and quality of its equipment.



**Note:**

- (1) The amount included in the quotation may be subject to price revisions, basis inter alia prevailing market conditions. In case of an increase in quoted amount due to a price revision, we will bear the difference out of internal accruals.
- (2) The amount included in the quotation does not include certain additional charges, inter alia installation, insurance, technician expense, transportation, duties and levies which may be payable by our Company under applicable law. We will bear the cost of such additional charges, as applicable, out of our internal accruals.
- (3) The purchased Equipments are not second hand.

The LED screens and projectors to be acquired from the issue proceeds will be used to enhance the movie-watching experience at our cinemas across various locations, as per the operational requirements of each facility. In addition to that, our company has signed a Letter of Intent (LOI) and an initial information sheet to establish franchise locations where the installation of projectors and LED screens is planned.

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we are yet to place any orders for the total capital expenditure. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management and could be subject to change in the future. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities, subject to the total amount to be utilized towards purchase of such equipment not exceeding ₹2444.00 Lakhs.

Our Directors, Key Managerial Personnel, Senior Management Personnel and Group Companies do not have any interest in above-mentioned Object or in the entities from whom we have obtained quotations in relation to such proposed expenses.

### 3. To Meet Working Capital Requirement

Since Incorporation, our Company is engaged in the exhibition and distribution of films. The Business of the Company is working capital intensive; hence it will meet the requirement to the extent of ₹ 3763.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirements of the business. The Company will be utilizing the additional working capital for expansion of its business activities.

Details of Estimation of Working Capital requirement are as follows:

(₹ In Lakhs)

S. No.	Particulars	Actual (Restated) 31-Mar-23	Actual (Restated) 31-Mar-24	Actual (Restated) 30-Mar-25	Projected 31-Mar-26	Projected 31-Mar-27
I	<b>Current Assets</b>					
	Trade receivables	124.28	378.05	1,314.18	2348.25	3259.77
	Inventories	202.72	438.86	737.67	2405.79	3326.07
	Short term loan & Advances	143.43	58.63	280.45	400.00	600.00
	Current Investments	500.00	545.48	889.67	500.00	500.00
	Other Current Assets	168.30	244.20	660.38	1767.58	2402.24
	<b>Total(A)</b>	<b>1138.73</b>	<b>1665.22</b>	<b>3,882.35</b>	<b>7421.62</b>	<b>10088.08</b>
II	<b>Current Liabilities</b>					
	Trade payables	150.70	539.18	620.26	120.29	166.30
	Short Term Provisions	24.20	143.56	678.10	1067.58	1482.24
	Short Term Borrowings	5.01	5.00	14.06	27.92	13.95
	Other Current Liabilities	97.08	155.10	272.96	247.00	285.00
	<b>Total (B)</b>	<b>276.99</b>	<b>842.84</b>	<b>1,585.38</b>	<b>1462.79</b>	<b>1947.49</b>
III	<b>Total Working Capital Gap (A-B)</b>	<b>861.74</b>	<b>822.38</b>	<b>2,296.97</b>	<b>5958.83</b>	<b>8140.59</b>
IV	<b>Funding Pattern</b>					
	Internal Cash Accruals	<b>861.74</b>	<b>822.38</b>	<b>2,296.97</b>	<b>3595.83</b>	<b>6740.59</b>
	IPO Proceeds - Used for Working Capital				<b>2363.00</b>	<b>1400.00</b>



## Holding Levels

The following table sets forth the details of the holding period levels (in days) considered:

Key assumptions for working capital projections made by the Company:

Particulars	Actual (Restated) 31-March-23	Actual (Restated) 31-March-24	Actual (Restated) 31-Mar-25	Projected 31-Mar-26	Projected 31-Mar-27
Debtors (in days)	18	23	50	61	61
Creditors (in days)	58	62	61	8	8
Inventories (in days)	37	33	44	96	95

(1) As certified by the Statutory Auditors pursuant to their certificate dated July 14, 2025

(2) Trade Receivable days: Trade receivables for the current period/ revenue from operations<sup>^^</sup> \* 365

(3) Trade Payable days: Trade payables for the current period/ total direct cost<sup>^^</sup> for the current period \* 365

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below:

Loans and Advances	Loans and advances mainly include Retention money for works contracts with govt. dept., electricity deposits and EMD. Loans and advances are estimated based on previous years outstanding amount and for expected Business requirement of company.
Other Current Assets	Other Current Assets mainly include TDS Receivable and other amounts receivable from authorities. Other Current Assets is for expected business requirement of company.
Other Current liabilities	Other Liabilities mainly include Advance from customers and statutory liabilities. Other current liabilities are estimated based on previous years outstanding amount and for expected Business requirement of company
Short-term provisions	Short-term provisions mainly include Provision for employee benefits and provision of other expenses. Short-term provisions are estimated based on previous years outstanding amount and for expected Business requirement of company

## Justification of working Capital Requirement:

**Trade Receivables:** The average levels of debtors in the past years for the year 2022-23, 2023-24 and 2024-25 has been 18 days, 23 days and 50 days respectively. On account of expected increase in the volume of business, the debtor's level is estimated to rise to 61 days for the year 2025-26 & 2026-27 respectively, which is the normal credit period which is required to be granted to the customers.

**Trade Payable:** During the year 2022-23, 2023-24 and 2024-25 the level of creditors has been 58 days, 62 days and 61 days respectively on account of change in the level of activity and actual available funds in the business. However, the company proposes to reduce the level of creditors at 8 days for the year 2025-26 & 2026-27 to purchase the goods at less credit to take the benefit of discount and to procure the goods timely to finish the cinemas in reasonable period of time.

**Inventories:** The level of inventory was 37 days, 33 days and 44 days for the year 2022-23, 2023-24 and 2024-25 respectively on account of increase in the volume of business. The said level has increased during the year 2024-25 due to stocking of inventories for the new cinemas. On the basis of expected volume of business of new cinemas/screens for the year 2025-26 & 2026-27, the level of inventories of stock of materials for making cinemas is likely to increase to 96 and 95 days respectively.

**Other Current Assets:** The amount of other current assets includes balances with revenue authority and other short-term advances etc. The said level has been lowered on account of volume of business during the year 2022-23 & 2023-24. Further it has been increased in year 2024-25 due in increase in revenue and it is expected to rise in the coming years due to increase in the volume of business in the future.

**Short Term Provisions & Other Current Liabilities:** The said amount includes the provision for income tax and other provisions which has been rising in the past as per the volume of business in the past years. The said amounts are expected to rise in the future years on account of increase in the volume of business in the future years when the numbers of cinemas to be increased on year and year basis.



***Justification for the estimated significant increase in the Inventories of the Company in FY26 and FY27.***

- Currently, the company is facing a shortage of working capital due to the absence of bulk procurement for multiple cinemas. As materials are purchased in smaller quantities, costs are higher, and project completion is delayed. Consequently, the launch of cinemas is postponed, leading to delays in generating revenue from ticket sales and food & beverage services.
- The company is intent to increase the revenues by expanding its cinema operations and plans to add 60 new screens in 2025-26 and 75 screens in 2026-27, which will significantly contribute to gross revenue.
- To speedily manage the construction of cinemas across various locations in India for achieving target of opening 60 new screens in 2025-26 and 75 screens in 2026-27, the company required to maintain a large inventory of raw materials, semi-finished goods, and finished goods at a central warehouse. This will streamline operations by ensuring that materials are readily available, avoiding delays in the construction process and saving of cost on bulk buying.
- Projected total inventories for 2025-26 and 2026-27 are Rs. 2405.79 lakhs and Rs. 3326.07 lakhs, respectively of raw materials, semi-finished goods, and finished goods. The materials required for cinema construction include items like chairs, carpets, sound systems, signage, and F&B materials, all of which have longer ordering timelines. To mitigate potential delays, the company has opted for a centralized procurement system, with ordering and storage to ensure timely availability across all sites.
- As of March 31, 2025 the company had completed 66 screens. The overall plan focuses on efficient inventory management and timely cinema construction to meet projected sales and deadlines.
- Timely procurement of inventories in lot by making investment through working capital funds will save cost and time. The revenue from making of cinemas will also accrue fast. Generating the revenue of tickets and F & B will also accordingly accrue early.

***Justification for the estimated significant increase in the Trade Receivables of the Company in FY26 and FY27.***

The company has decided to adopt a new business model where, instead of waiting for customer payments, it will proactively procure materials and continue cinema construction by offering credit for work done at each site. Since the Letters of Intent (LOIs) are signed and customers or franchisees have already made partial investments, the risk of default is minimized as their future earnings depend on the timely completion of cinemas. The company is considering two options for managing receivables:

Option I: Grant credit to increase the number of screens from 66 to 126 by March 31, 2026. The company plans to offer a credit period of 60 to 90 days (estimated at 61 days), in line with market trends. This will be essential to attract customers from majorly tier 2, 3, and 4 cities. Since cinema construction takes a long time, credit is necessary to ensure timely completion. Many customers also rely on bank financing, which requires a payment delay of 60 to 90 days.

Option II: Wait for customers to provide funds at each stage of the cinema's construction, which would result in delays in starting projects.

In conclusion, the company is leaning towards providing credit to customers to accelerate cinema development and ensure timely completion which will ultimately grow the business.

***Justification for the estimated significant increase in the Trade Payable of the Company in FY26 and FY27.***

Until now, the company has been receiving credit from raw material suppliers, resulting in an average creditor period of 62 days and 61 days for the year 2023-24 and 2024-25 respectively. Moving forward, the company plans to reduce the creditor period to 8 days for the years 2025-26, and 2026-27. This adjustment will allow the company to purchase goods with less credit, enabling it to take advantage of discounts and procure materials in a timely manner, ensuring the completion of cinemas within a reasonable timeframe.

Creditors are one of the key sources of working capital for the company, although there are several challenges associated with this approach, as experienced over the past three to four years. When customers or franchisees delay payments, the company often relies on supplier credit. However, obtaining credit from suppliers typically leads to an increase in the cost of purchases. While purchasing in bulk with discounts can enhance profitability, it is generally difficult to secure extended credit periods from suppliers. Furthermore, new customers in the market usually do not receive credit or discounts from suppliers. The company sources materials from a wide range of vendors for its cinema construction projects, including well-known suppliers of air-conditioning and sound systems, many of whom do not offer credit or require partial advance payments and full payment upon delivery.



Additionally, items such as chairs, carpets, acoustic ceilings, curtains, and projection screen fabrics often require full advance payments, as these are custom-made with Connplex branding and are not readily available. The customization involves significant labour, for which supplier credit is typically not extended.

Given the company's expansion plans to add 60 new screens in FY 2025–26 and 75 screens in FY 2026–27, relying on extended supplier credit would significantly increase costs. To address this, the company intends to utilize IPO proceeds to strengthen its working capital, enabling faster construction of cinemas. By purchasing materials in bulk at discounted rates and storing them in hired warehouses, the company aims to reduce costs effectively. As a result, it anticipates maintaining an average credit period of around eight days in the coming years.

***The reasons for such change in the % of NWC to Revenue for past years are as under:***

Please find below the year wise Net working Capital to turnover ratio:

Year	2022-23	2023-24	2024-25
Revenue (in Lakhs)	2536.91	6029.74	9560.96
Net Working Capital (in Lakhs)	861.74	822.38	2296.97
NWC % to Revenue	33.97%	13.64%	24.02%

***Justification of working capital requirement for previous years:***

**For 2023-24:** - The decline in the Net Working Capital (NWC) percentage is primarily driven by a sharp increase in revenue. The company's earnings surged from Rs. 2,536.91 lakhs in FY 2022-23 to Rs. 6,029.74 lakhs in FY 2023-24, more than doubling within a year. Additionally, the number of screens also doubled, expanding from 24 in FY 2022-23 to 49 in FY 2023-24. With this substantial revenue growth, the NWC-to-revenue ratio fell to 13.64% in FY 2023-24, reflecting the company's improved cash flow management and higher income generation. As the cinema business expands, factors such as enhanced operational efficiency, better cash flow management, and favourable credit terms with suppliers contribute to reduced dependence on working capital.

**FY 2024-25:** - The revenue for the year 2024-25 has increased by 58.56% on account of addition in theatres as well as increase in regular incomes. On account of this, the net working capital has increased from Rs. 822.38 lakhs as on 31.3.2024 to Rs. 2296.97 lakhs. This shows that the company's net investment in Current Assets has also been increasing due to increase in the volume of business as evidenced from the increase in the revenue during the financial year 2024-25. The increase in level of inventories and receivables has contributed to the increase in the net working capital of the company. Additionally, the company planned to make early payments to creditors to avail of supplier discounts, which has contributed to cost savings and improved overall profitability. While this approach has led to a temporary rise in NWC, and has resulted in strengthening long-term financial efficiency by reducing procurement costs and optimizing cash flow management.

***Justification for increase in Working for future years:***

**FY 2025-26:** - During this period, the company plans to expand significantly by adding 60 new screens, necessitating a corresponding increase in inventory to support operations. Additionally, to facilitate smoother relationships with franchisees, the company intends to offer extended payment terms to debtors, enhancing business convenience and fostering stronger collaborations. To support this expansion, the company has already signed a Letter of Intent (LOI) for these new screens. This strategic shift, coupled with the growing number of operational screens, is expected to drive substantial revenue and profit growth, reinforcing the company's market position and long-term financial stability.

**FY 2026-27:** - This year the company intends to add 75 new screens during the year, which will require a significant increase in inventory stocking to ensure smooth operations. Expanding the number of screens will not only boost revenue but also necessitate additional working capital to support the procurement of equipment, concessions, and other operational essentials. Additionally, the company plans to extend debtor payment terms, allowing franchisees more flexibility in managing their finances. While this move may temporarily increase the NWC requirement, it is aimed at strengthening long-term relationships, attracting more franchisees, and ensuring a steady stream of revenue.

#### **4. Funding General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial

development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through this Issue or ₹10.00 Crores whichever is lower.

## 5. Public Issue Expenses: -

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs which is [●]% of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. In Lakhs) *	As a % of total estimated Issue related expenses*	As a % of the total Issue size*
Book Running Lead Manager Fees including underwriting commission#	[●]	[●]	[●]
Brokerage, selling, commission and upload fees	[●]	[●]	[●]
Registrar to the issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and Marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others, if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* To be incorporated in the Prospectus after finalisation of the Issue Price.

# The above fees of BRLM includes in any form/name /purpose.

Notes:

- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for IIs, Eligible Employees and NIIs, would be as follows:
- Portion for IIs 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST) Portion for Eligible Employees 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST) Portion for NIIs 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST)
- ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from IIs, Eligible Employees and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.



### Funds Deployed and Source of Funds Deployed:

Our Statutory Auditors **M/s. Nalin K. Thakkar & Co.**, Chartered Accountants vide their certificate dated July 14 2025 vide UDIN 25101454BMIOFA7309 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt. (₹ in Lakhs)*
Issue Expenses	27.67
<b>Total</b>	<b>27.67</b>

\* Amount exclusive of applicable taxes.

### Sources of Financing for the Funds Deployed:

Our Statutory Auditors **M/s. Nalin K. Thakkar & Co.**, Chartered Accountants vide their certificate dated July 14, 2025 vide UDIN 25101454BMIOFA7309 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt. (₹ in Lakhs)*
Internal Accruals	27.67
<b>Total</b>	<b>27.67</b>

\* Amount exclusive of applicable taxes.

### Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals.

### Bridge Financing Facilities

As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited as the monitoring agency ("Monitoring Agency") to monitor the utilization of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Further in compliance with regulation 262(6), since working capital is one of the objects of our issue and the amount raised for the said object exceeds five crore rupees, we shall submit a certificate of the statutory auditor to SME exchange(s) while filing the half yearly/quarterly financial results, for use of funds as working capital in the same format as disclosed in the offer document, till the proceeds raised for the said object are fully utilized.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other





disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/certificate on the utilization of the Net Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee

### **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act and as per applicable law.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products as per applicable law.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard. Pursuant to Regulation 281A of SEBI ICDR Regulations (as amended), the Promoters or shareholders in control shall provide an exit offer to dissenting shareholders as provided in Companies Act, 2013, in case of change in objects or variation in the terms of contract related to objects referred in this Prospectus as per the conditions and in manner provided in Schedule XX of SEBI ICDR Regulations, 2018.

### **Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.



## **BASIS OF ISSUE PRICE**

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled “Business Overview” and its financial statements under the section titled “Financial Information of our Company” beginning on page 23, page 123 and page 194 respectively of this Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the BRLM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs. 10 and Issue Price is [●] which is [●] times of the face value.

### **QUALITATIVE FACTORS**

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Business Overview” beginning on page 123 of this Red Herring Prospectus.

### **QUANTITATIVE FACTORS**

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### **1. Basic & Diluted Earnings per share (EPS), as restated:**

Basic earnings per share (₹) = 
$$\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

Diluted earnings per share (₹) = 
$$\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

S. No	Period	Basic & Diluted (₹)	Weights
1.	Financial Year ended March 31, 2025 (Post Bonus)	13.58	3
2.	Financial Year ended March 31, 2024 (Post Bonus)	2.92	2
3.	Financial Year ended March 31, 2023 (Post Bonus)	1.18	1
	<b>Weighted Average</b>	<b>7.96</b>	<b>6</b>

Notes:

- i. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.
- ii. Basic and diluted EPS are based on the Restated Standalone Financial Information.
- iii. The face value of each Equity Share is ₹10.
- iv. Number of shares are adjusted by Increase in Capital through issue of Bonus shares on 21-11-2024 in the ratio of 27:1 i.e. 1 Bonus equity shares for every 1 equity share held on 21-11-2024.

#### **2. Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share:**

Price to Earnings Ratio(P/E) = 
$$\frac{\text{Issue Price}}{\text{Restated Standalone / Consolidated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Issue Price
Based on EPS of Financial Year ended March 31, 2025	13.58	[●]
Based on Weighted Average EPS	7.96	[●]

Notes:

- i. Number of shares are adjusted by Increase in Capital through issue of 1,35,00,000 Bonus Equity Shares on 21-11-2024 in the ratio of 27:1 i.e. 1 Bonus equity shares for every 1 equity shares held on 21-11-2024.

### **Industry PE**

Particulars	P/E
Highest	-

Lowest	-
Average	-

### 3. Return on Net worth (RoNW)

Return on Net Worth (%) =  $\frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} \times 100$

S. No	Period	RONW (%)	Weights
1.	Financial Year ended March 31, 2025	77.78%	3
2.	Financial Year ended March 31, 2024	75.28%	2
3.	Financial Year ended March 31, 2023	122.79%	1
	<b>Weighted Average</b>	<b>84.45%</b>	<b>6</b>

Notes:

- Weighted Average = Aggregate of year-wise weighted RONW divided by the aggregate of weights i.e. sum of (RONW x Weight) for each year / Total of weights;
- The figures disclosed above are based on the Restated Standalone Financial Statements of our Company.
- Net-worth, as restated at the end of the relevant financial year (Equity attributable to the owners of the company).

### 4. Net Asset Value (NAV) per Equity Share:

Restated Net Asset Value per equity share (₹) =  $\frac{\text{Restated Standalone Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$

Sr. No.	As at	NAV
1.	Financial Year ended March 31, 2025	17.46
2.	Financial Year ended March 31, 2024	3.88
3.	Financial Year ended March 31, 2023	0.96
4.	After completion of the Issue	[●]
	Issue Price per equity share	[●]

Notes:

- Number of shares are adjusted by Increase in Capital through issue of 1,35,00,000 Bonus Equity Shares on 21-11-2024 in the ratio of 27:1 i.e. 1 Bonus equity shares for every 1 equity shares held on 21-11-2024.

### 5. Comparison of Accounting Ratios with Industry Peers

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Connplex cinemas Limited	Standalone	10.00	--	13.58	--	77.78%	17.46	9,560.96
PVR Inox Limited	Consolidated	10.00	988.15	(28.48)	--	-3.96%	718.27	5,77,990

**Source:** All the financial information for listed industry peer mentioned above is on a consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2025.

Notes:

- The current market price of PVR Inox Limited on the NSE as of July 29, 2025.
- RONW is computed as net profit after tax (after considering Comprehensive Income) divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.
- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.
- The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also

want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

## 6. Key performance indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated July 10, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by A Y & Company, Chartered Accountants, by their certificate dated July 10, 2025 having UDIN 25421544BMIVCP6320.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

### Key Performance Indicators of our Company:

Key Financial Performance	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from Operations <sup>(1)</sup>	9560.96	6,029.74	2,536.91
EBITDA <sup>(2)</sup>	2627.56	619.47	262.86
EBITDA Margin (%) <sup>(3)</sup>	27.48%	10.27%	10.36%
PAT	1900.99	408.75	164.84
PAT Margin (%) <sup>(4)</sup>	19.88%	6.78%	6.50%
Return on equity (%) <sup>(5)</sup>	127.28%	120.72%	318.07%
Return on capital employed (%) <sup>(6)</sup>	98.25%	88.36%	119.48%
Debt-Equity Ratio (times) <sup>(7)</sup>	0.03	0.05	0.24
Current Ratio (times) <sup>(9)</sup>	2.57	2.38	5.50

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Standalone Financial Statements.
- 2) EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses reduced by other Income.
- 3) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 4) Profit after Tax Means Profit for the period/year as appearing in the Restated Standalone Financial Statements.
- 5) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 6) ROE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 7) ROCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net worth (i.e. subtracting share capital and reserves & surplus by Intangible Assets), deferred tax liability, Long-Term Borrowing and Short-Term Borrowing.
- 8) Debt-Equity Ratio is calculated on total debt of a company to shareholders' equity.
- 9) Current Ratio measures a company's ability to meet short-term obligations with its short-term assets, calculated as Current Assets / Current Liabilities

### Operational KPI's of the Company:

Key Financial Performance	March 31, 2025	March 31, 2024	March 31, 2023
Revenue split between domestic and exports			
Domestic Market (in Lakhs)	9,560.96	6,029.74	2,536.91
Export Market (in Lakhs)	-	-	-
Domestic Market (%)	100%	100%	100%
Export Market (%)	-	-	-

## Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the contribution from sale of services and materials by the Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the contribution earned from sale of services and materials by the Company.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

## COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:

Particulars	CONNPLEX CINEMAS LIMITED			PVR Inox Limited		
	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from Operation	9,560.96	6,029.74	2,536.91	577990	610710	375060
EBITDA	2,627.56	619.47	262.86	154160	181010	104760
EBITDA Margin	27.48%	10.27%	10.36%	26.66%	29.64%	27.93%
PAT	1,900.99	408.75	164.84	-27960	-3200	-33510
PAT Margin	19.88%	6.78	6.50	-4.84%	-0.52%	-8.93%

Notes: (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

(3) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

(4) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

## Weighted average cost of acquisition

- The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities):** There has been no issuance of Equity Shares during the 18 months preceding the date of this Red Herring Prospectus (Except Bonus Issue of Shares), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.
- The price per share of our Company based on the secondary sale / acquisition of shares (equity shares):** The is no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days is not applicable.

- c. Since there are no transactions to report to under (a) and (b) therefore, information based on last 5 secondary transactions (primary transactions and secondary transaction where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as follows:

**Primary Transaction:**

Date of Issue	Nature of Allotment	Names of Person	Number of Shares Allotted	Issue Price
November 21, 2024	Bonus Issue of Shares	Rahul Kamleshbhai Dhyani	67,45,950	0.00
		Anish Tulshibhai Patel	67,45,950	
		Indumati Tulshibhai Patel	1,350	
		Tulshibhai Kanjibhai Patel	1,350	
		Kamlesh Jayntilal Dhyani	1,350	
		Archana Rahulbhai Dhyani	1,350	
		Poonam Anish Patel	1,350	
		Megha Keyur Joshi	1,350	

**Secondary Transaction:**

S. No.	Date of Transfer	Name of Transferor	No. of shares Transfer	Name of Transferee	Price
1.	May 23, 2025	Anish Tulshibhai Patel	35,000	Bhaskar Srinivasan	142.00
2.			70,000	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1	
3.	May 27, 2025		25,000	KRMG Contractors Private Limited	
4.			53,000	Farukbhai Gulambhai Patel	
5.			35,000	Pihans Trading Private Limited	
6.	June 07, 2025		1,07,000	Mr. Deven M Shah	
7.	May 23, 2025	Rahul Kamleshbhai Dhyani	35,000	Bhaskar Srinivasan	
8.			70,000	Nexus Equity Growth Fund - Nexus Equity Growth Fund Sch-1	
9.	May 27, 2025		25,000	KRMG Contractors Private Limited	
10.			53,000	Farukbhai Gulambhai Patel	
11.			35,000	Pihans Trading Private Limited	
12.	June 07, 2025		1,07,000	Mr. Dhiren Mahendrakumar Shah	
Total			6.50,000		

**Weighted average cost of acquisition on issue price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ [●]/-)	Cap price (i.e. ₹ [●]/-)
Weighted average cost of acquisition of primary / new issue as per paragraph a above.	--	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph b above.	--	--	--
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above:			
- Primary Transaction	0.00	[●]	[●]
- Secondary Transaction	142.00	[●]	[●]

Investors should read the above-mentioned information along with section titled “Business Overview”, “Risk Factors” and “Financial Information of our Company” beginning on page 123, 23 and 194 respectively including important profitability and return ratios, as set out in chapter titled “Other Financial Information” on page 195 of this Red Herring Prospectus to have a more informed view.



## **STATEMENT OF POSSIBLE TAX BENEFIT**

To,

The board of directors,  
Connplex Cinemas Limited, Ahmedabad

Dear sir,

**SUB: - Statement of Special tax benefits ("The Statement") available to Connplex Cinemas Limited ("the company") and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**  
**Reference - Proposed Initial Public Offering of Connplex Cinemas Limited (The "Company").**

1. We hereby confirm that the enclosed Annexure I, prepared by Connplex Cinemas Limited ('the Company'), which provides the Special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the "Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2026-27 and relevant to the financial year 2025-26 available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
  - i. the Company or its shareholders will continue to obtain these benefits in future;
  - ii. the conditions prescribed for availing the benefits would have been met with; and
  - iii. the revenue authorities courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.





8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed offer of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/s. A Y & Company**  
**Chartered Accountants**  
**Firm's Registration No: 020829C**

**CA Arpit Gupta**  
**Partner**  
**Membership No. 421544**  
**UDIN: 25421544BMIVCQ6151**  
**Place: Ahmedabad**  
**Date: July 10, 2025**

## ANNEXURE I TO THE STATEMENT OF POSSIBLE TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Company and its Shareholders under the Income-tax Act, 1961 (the “Act”) as amended by Finance Act, 2025 i.e. applicable for the Financial Year 2025-26 relevant to Assessment Year 2026-27.

#### 1. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

The following benefits are available to the Company while computing its total taxable income, after fulfilling conditions, as per the applicable provisions of the Act:

##### 1.1. Lower Corporate tax rate under Section 115BAA of the Act

Section 115BAA was inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (‘the Amendment Act, 2019’) w.e.f. April 1, 2020 (Assessment Year 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess).

Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (‘MAT’) on their ‘book profit’ under section 115JB of the Act. However, such a company will no longer be eligible to avail certain specified exemptions / incentives under the Act and will also need to comply with certain other conditions specified in section 115BAA of the Act.

If a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it was entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

#### 2. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY= NIL

#### 3. DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS:

NIL

#### Notes:

1. The above statement of Direct and Indirect Tax Benefits sets out the special tax benefits available to the Company, its shareholders under the current tax laws presently in force in India.
2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. This statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. The views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

## **SECTION VIII - ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

### **GLOBAL OUTLOOK**

Global growth is expected to remain stable yet underwhelming. At 3.2 percent in 2024 and 2025, the growth projection is virtually unchanged from those in both the July 2024 World Economic Outlook Update and the April 2024 World Economic Outlook. However, notable revisions have taken place beneath the surface, with upgrades to the forecast for the United States offsetting downgrades to those for other advanced economies—in particular, the largest European countries. Likewise, in emerging market and developing economies, disruptions to production and shipping of commodities—especially oil—conflicts, civil unrest, and extreme weather events have led to downward revisions to the outlook for the Middle East and Central Asia and that for sub-Saharan Africa. These have been compensated for by upgrades to the forecast for emerging Asia, where surging demand for semiconductors and electronics, driven by significant investments in artificial intelligence, has bolstered growth. The latest forecast for global growth five years from now—at 3.1 percent—remains mediocre compared with the pre-pandemic average. Persistent structural headwinds—such as population aging and weak productivity—are holding back potential growth in many economies. Cyclical imbalances have eased since the beginning of the year, leading to a better alignment of economic activity with potential output in major economies. This adjustment is bringing inflation rates across countries closer together and on balance has contributed to lower global inflation. Global headline inflation is expected to fall from an annual average of 6.7 percent in 2023 to 5.8 percent in 2024 and 4.3 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. As global disinflation continues to progress, broadly in line with the baseline, bumps on the road to price stability are still possible. Goods prices have stabilized, but services price inflation remains elevated in many regions, pointing to the importance of understanding sectoral dynamics and of calibrating monetary policy.

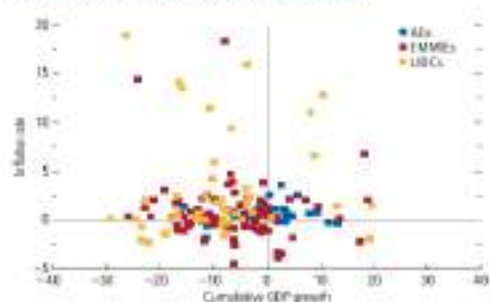
Risks to the global outlook are tilted to the downside amid elevated policy uncertainty. Sudden eruptions in financial market volatility—as experienced in early August—could tighten financial conditions and weigh on investment and growth, especially in developing economies in which large near-term external financing needs may trigger capital outflows and debt distress. Further disruptions to the disinflation process, potentially triggered by new spikes in commodity prices amid persistent geopolitical tensions, could prevent central banks from easing monetary policy, which would pose significant challenges to fiscal policy and financial stability. Deeper- or longer-than-expected contraction in China’s property sector, especially if it leads to financial instability, could weaken consumer sentiment and generate negative global spillovers given China’s large footprint in global trade. An intensification of protectionist policies would exacerbate trade tensions, reduce market efficiency, and further disrupt supply chains. Rising social tensions could prompt social unrest, hurting consumer and investor confidence and potentially delaying the passage and implementation of necessary structural reforms. As cyclical imbalances in the global economy wane, near-term policy priorities should be carefully calibrated to ensure a smooth landing. In many countries, shifting gears on fiscal policy is urgently needed to ensure that public debt is on a sustainable path and to rebuild fiscal buffers; the pace of adjustment should be tailored to country-specific circumstances. Structural reforms are necessary to lift medium-term growth prospects, but support for the most vulnerable should be maintained. Multilateral cooperation is needed more than ever to accelerate the green transition and to support debt-restructuring efforts. Mitigating the risks of geoeconomic fragmentation and strengthening rules-based multilateral frameworks are essential to ensure that all economies can reap the benefits of future growth.

The past four years have put the resilience of the global economy to the test. A once-in-a-century pandemic, eruption of geopolitical conflicts, and extreme weather events have disrupted supply chains, caused energy and food crises, and prompted governments to take unprecedented actions to protect lives and livelihoods. The global economy has demonstrated resilience overall, but this masks uneven performance across regions and lingering fragilities. The negative supply shocks to the global economy since 2020 have had lasting effects on output and inflation, with varied impacts across individual countries and country groups. The sharpest contrasts are between advanced and developing economies. Whereas the former have caught up with activity and inflation projected before the pandemic, the latter are showing more permanent scars (see the October 2023 World Economic Outlook), with large output short falls and persistent inflation (Figure 1.1). They also remain more vulnerable to the types of commodity price surges that followed Russia’s invasion of Ukraine (Figure 1.2; October 2023 and April 2024 World Economic Outlook). Since the beginning of the year, signs have emerged that cyclical imbalances are being gradually resorbed, with economic activity

in major economies better aligned with their potential. These developments may have helped bring inflation rates across countries closer together, but the momentum in global disinflation appears to have slowed in the first half of the year (July 2024 World Economic Outlook Update). Goods prices have stabilized, and some are declining, but services price inflation remains high in many countries, partly reflecting rapid wage increases, as pay is still catching up with the inflation surge of 2021–22. This has forced some central banks to delay their policy-easing plans, putting public finances under more pressure, especially in countries where debt-servicing costs are already high and refinancing needs significant.

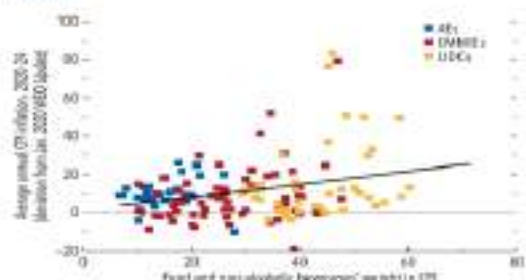
Now, as before, the global outlook will be shaped largely by fiscal and monetary choices, their international spillovers, the intensity of geoeconomic fragmentation forces, and the ability of governments to implement long-overdue structural reforms. With inflation approaching central bank targets and governments striving to manage debt dynamics, the policy mix is expected to shift from monetary to fiscal tightening as monetary policy rates are brought down, closer to their natural levels. How fast such rotations occur in individual countries will have consequences for capital flows and exchange rates. The level of uncertainty surrounding the outlook is high. Newly elected governments (about half of the world population has gone or will go to the polls in 2024) could introduce significant shifts in trade and fiscal policy. Moreover, the return of financial market volatility over the summer has stirred old fears about hidden vulnerabilities. This has heightened anxiety over the appropriate monetary policy stance—especially in countries where inflation is persistent, and signs of slowdown are emerging. Further intensification of geopolitical rifts could weigh on trade, investment, and the free flow of ideas. This could affect long-term growth, threaten the resilience of supply chains, and create difficult trade-offs for central banks. On the upside, governments could succeed in building the necessary consensus around overdue and difficult-to-pass structural reforms, which would boost growth and enhance fiscal sustainability and financial stability.

**Figure 1.1. Growth and Inflation Revisions**  
(Percentage points, relative to January 2020 WEO Update)



Source: IMF staff calculations. Note: X-axis reports latest estimates for cumulative GDP growth from 2020 to 2024 in deviation from January 2020 WEO Update forecast. Y-axis reports latest estimates for inflation rate in 2024 in deviation from January 2020 WEO Update forecast. AEs = advanced economies; EMMIEs = emerging market and middle-income economies; LDCs = low-income developing countries; WEO = World Economic Outlook.

**Figure 1.2. Inflation Surprises and Importance of Food in CPI**  
(Percentage)



Source: IMF staff calculations. Note: The solid line denotes linear regression. AEs = advanced economies; CPI = consumer price index; EMMIEs = emerging market and middle-income economies; LDCs = low-income developing countries; WEO = World Economic Outlook.

### **Baseline Outlook: Stable Growth amid Continuing Disinflation**

Global growth is expected to remain broadly flat—decelerating from 3.3 percent in 2023 to 3.1 percent by 2029—and is largely unchanged from World Economic Outlook forecasts in April 2024 and October 2023 (Tables 1.1 and 1.2; Figure 1.12). Under the surface, however, offsetting revisions have brought major economies closer together as cyclical forces wane and GDP moves closer to potential. As inflation recedes, policy rates are expected to follow suit, preventing undue increases in real interest rates. Interest rates are expected to gradually descend toward their natural levels: the levels of risk-free real interest rates compatible with output at potential and inflation at target. Although global revisions to the forecast since April have been minimal, offsetting shifts at the country group level reflect recent shocks and policies, most notably in emerging market and developing economies. Cuts in production and shipping of commodities (oil in particular), conflicts, and civil unrest have led to downward revisions to the regional outlooks for the Middle East and Central Asia and for sub-Saharan Africa. At the same time, surging demand for semi-conductors and electronics, driven by significant investment in artificial intelligence, has fuelled stronger growth in emerging Asia.

**Table 1.1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	2023	Projections		Difference from July 2024 WEO Update <sup>1</sup>		Difference from April 2024 WEO <sup>1</sup>	
		2024	2025	2024	2025	2024	2025
<b>World Output</b>	<b>3.3</b>	<b>3.2</b>	<b>3.2</b>	<b>0.0</b>	<b>-0.1</b>	<b>0.0</b>	<b>0.0</b>
<b>Advanced Economies</b>	<b>1.7</b>	<b>1.8</b>	<b>1.8</b>	<b>0.1</b>	<b>0.0</b>	<b>0.1</b>	<b>0.0</b>
United States	2.9	2.8	2.2	0.2	0.3	0.1	0.3
Euro Area	0.4	0.8	1.2	-0.1	-0.3	0.0	-0.3
Germany	-0.3	0.0	0.8	-0.2	-0.5	-0.2	-0.5
France	1.1	1.1	1.1	0.2	-0.2	0.4	-0.3
Italy	0.7	0.7	0.8	0.0	-0.1	0.0	0.1
Spain	2.7	2.9	2.1	0.5	0.0	1.0	0.0
Japan	1.7	0.3	1.1	-0.4	0.1	-0.4	0.1
United Kingdom	0.3	1.1	1.5	-0.4	0.0	0.4	0.0
Canada	1.2	1.3	2.4	0.0	0.0	0.1	0.1
Other Advanced Economies <sup>2</sup>	1.8	2.1	2.2	0.1	0.0	0.1	-0.2
<b>Emerging Market and Developing Economies</b>	<b>4.4</b>	<b>4.2</b>	<b>4.2</b>	<b>0.0</b>	<b>-0.1</b>	<b>0.1</b>	<b>0.0</b>
Emerging and Developing Asia	3.7	5.3	5.0	-0.1	-0.1	0.1	0.1
China	5.2	4.8	4.5	-0.2	0.0	0.2	0.4
India <sup>3</sup>	8.2	7.8	6.5	0.0	0.0	0.2	0.0
Emerging and Developing Europe	3.3	3.2	2.2	0.0	-0.3	0.1	-0.6
Russia	3.6	3.6	1.3	0.4	-0.2	0.4	-0.3
Latin America and the Caribbean	2.2	2.1	2.5	0.3	-0.2	0.2	0.0
Brazil	2.9	3.0	2.2	0.9	-0.2	0.8	0.1
Mexico	3.2	1.5	1.3	-0.7	-0.3	-0.9	-0.1
Middle East and Central Asia	2.1	2.4	3.9	0.0	0.0	-0.4	-0.3
Saudi Arabia	-0.8	1.5	6.6	-0.2	-0.1	-1.1	-1.4
Sub-Saharan Africa	3.6	3.6	4.3	-0.1	0.1	-0.2	0.1
Nigeria	2.9	2.9	3.2	-0.2	0.2	-0.4	0.2
South Africa	0.7	1.1	1.5	0.2	0.3	0.2	0.3
Morocco							
World Growth Based on Market Exchange Rates	2.8	2.7	2.8	0.0	0.0	0.0	0.1
European Union	0.6	1.1	1.6	-0.1	-0.2	0.0	-0.2
ASEAN 5 <sup>4</sup>	4.0	4.5	4.5	0.1	-0.1	0.1	0.0
Middle East and North Africa	1.9	2.1	4.0	-0.1	0.1	-0.6	-0.2
Emerging Market and Middle Income Economies	4.4	4.2	4.2	-0.1	0.0	0.1	0.1
Low-income Developing Countries	4.1	4.0	4.7	-0.2	-0.4	-0.5	-0.4
<b>World Trade Volume (goods and services)</b>	<b>0.8</b>	<b>3.1</b>	<b>3.4</b>	<b>0.0</b>	<b>0.0</b>	<b>0.1</b>	<b>0.1</b>
Imports							
Advanced Economies	-0.7	2.1	2.4	-0.3	-0.3	0.1	-0.4
Emerging Market and Developing Economies	3.0	4.6	4.9	0.4	0.1	-0.3	0.0
Exports							
Advanced Economies	1.0	2.5	2.7	-0.1	-0.2	0.0	-0.2
Emerging Market and Developing Economies	0.6	4.6	4.6	0.6	0.5	0.9	0.7
<b>Commodity Prices (US dollars)</b>							
Oil <sup>5</sup>	-16.4	0.9	-10.4	0.1	-4.4	3.4	-6.3
Nonfuel (average based on world commodity import weights)	-5.7	2.9	-0.2	-2.1	-1.8	2.8	0.2
<b>World Consumer Prices<sup>6</sup></b>	<b>6.7</b>	<b>5.8</b>	<b>4.3</b>	<b>-0.1</b>	<b>-0.1</b>	<b>-0.1</b>	<b>-0.2</b>
Advanced Economies <sup>6</sup>	4.0	2.6	2.0	-0.1	-0.1	0.0	-0.1
Emerging Market and Developing Economies <sup>6</sup>	8.1	7.9	5.9	-0.1	0.0	-0.3	-0.2

Source: IMF staff estimates. Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during July 30, 2024–August 27, 2024. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook. <sup>1</sup> Difference based on rounded figures for the current, July 2024 WEO Update, and April 2024 WEO forecasts. Global and regional growth figures are based on new purchasing-power-parity weights derived from the recently released 2021 International Comparison Program survey (see Box A2) and are not comparable to the figures reported in the July 2024 WEO Update or the April 2024 WEO. <sup>2</sup> Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries. <sup>3</sup> For India, data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a base year. <sup>4</sup> Indonesia, Malaysia, the Philippines, Singapore, and Thailand. <sup>5</sup> Simple average of prices of UK Brent, Dubai Faah, and West Texas Intermediate crude oil. The average price of oil in US dollars a barrel was \$80.59 in 2023; the assumed price, based on futures markets, is \$81.29 in 2024 and \$72.84 in 2025. <sup>6</sup> Excludes Venezuela. See the country-specific note for Venezuela in the "Country Notes" section of the Statistical Appendix.



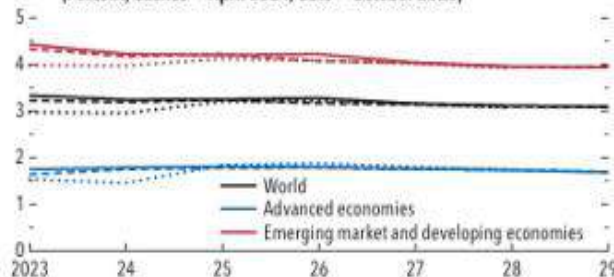
**Table 1.1. Overview of the World Economic Outlook Projections (continued)**  
(Percent change, unless noted otherwise)

	2023	Q4 over Q4 <sup>a</sup>					
		Projections		Difference from July 2024 WEO Update <sup>1</sup>		Difference from April 2024 WEO <sup>1</sup>	
		2024	2025	2024	2025	2024	2025
<b>World Output</b>	<b>3.4</b>	<b>3.3</b>	<b>3.1</b>	<b>0.1</b>	<b>-0.2</b>	<b>0.1</b>	<b>0.0</b>
<b>Advanced Economies</b>	<b>1.7</b>	<b>1.9</b>	<b>1.7</b>	<b>0.2</b>	<b>-0.1</b>	<b>0.1</b>	<b>0.0</b>
United States	3.2	2.5	1.9	0.5	0.1	0.4	0.1
Euro Area	0.2	1.2	1.3	-0.3	-0.2	-0.2	-0.1
Germany	-0.2	0.3	1.3	-0.5	-0.4	-0.4	-0.5
France	1.3	0.7	1.5	-0.1	0.0	-0.4	0.0
Italy	0.3	1.0	0.6	0.5	-0.7	0.3	0.0
Spain	2.3	2.9	2.0	0.6	-0.1	1.0	-0.1
Japan	0.9	1.8	0.2	0.2	-0.1	0.1	-0.3
United Kingdom	-0.3	2.1	1.1	0.6	-0.5	0.6	-0.2
Canada	1.0	2.3	2.1	0.1	-0.1	0.5	-0.2
Other Advanced Economies <sup>2</sup>	2.0	1.8	2.6	-0.1	-0.2	-0.3	0.0
<b>Emerging Market and Developing Economies</b>	<b>4.7</b>	<b>4.4</b>	<b>4.3</b>	<b>0.1</b>	<b>-0.1</b>	<b>0.1</b>	<b>0.2</b>
Emerging and Developing Asia	5.9	5.4	5.0	0.1	0.0	0.3	0.3
China	5.4	4.5	4.7	-0.1	-0.2	0.1	0.6
India <sup>3</sup>	7.8	6.7	6.5	0.2	0.0	0.3	0.1
Emerging and Developing Europe	4.3	2.3	2.7	-0.1	-0.7	-0.9	0.1
Russia	4.8	2.4	1.2	0.6	-0.5	-0.2	0.0
Latin America and the Caribbean	1.3	2.1	2.9	-0.3	0.3	0.0	0.3
Brazil	2.2	3.5	2.2	0.6	0.2	0.5	0.7
Mexico	2.3	1.3	1.4	-1.7	0.3	-0.6	-0.4
Middle East and Central Asia	---	---	---	---	---	---	---
Saudi Arabia	-4.3	2.1	4.6	-0.5	0.3	-1.0	-1.3
Sub-Saharan Africa	---	---	---	---	---	---	---
Nigeria	3.2	3.5	3.7	0.2	1.0	0.0	1.2
South Africa	1.3	1.7	1.0	0.4	0.1	0.4	-0.2
<b>Memorandum</b>							
World Growth Based on Market Exchange Rates	2.8	2.8	2.6	0.1	-0.2	0.1	0.0
European Union	0.5	1.6	1.4	-0.1	-0.4	0.0	-0.3
ASEAN-5 <sup>4</sup>	4.2	6.3	3.0	0.8	0.2	1.2	-0.1
Middle East and North Africa	---	---	---	---	---	---	---
Emerging Market and Middle-Income Economies	4.7	4.4	4.3	0.1	-0.1	0.1	0.2
Low-Income Developing Countries	---	---	---	---	---	---	---
<b>Commodity Prices (US dollars)</b>							
Oil <sup>5</sup>	-4.4	-7.3	-4.9	-4.9	0.8	-1.3	0.6
Nonfuel (average based on world commodity import weights)	-0.2	3.8	0.5	-3.9	0.0	3.0	0.1
<b>World Consumer Prices<sup>6</sup></b>	<b>5.7</b>	<b>5.3</b>	<b>3.5</b>	<b>-0.1</b>	<b>0.0</b>	<b>-0.1</b>	<b>-0.1</b>
Advanced Economies <sup>7</sup>	3.2	2.3	2.0	-0.2	0.0	-0.1	0.0
Emerging Market and Developing Economies <sup>8</sup>	7.8	7.7	4.7	-0.1	-0.1	-0.1	-0.1

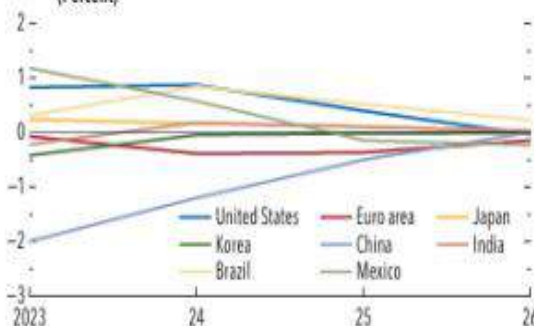
<sup>7</sup> The assumed inflation rates for 2024 and 2025, respectively, are as follows: 2.4 percent and 2.0 percent for the euro area, 2.2 percent and 2.0 percent for Japan, and 3.0 percent and 1.9 percent for the United States. <sup>8</sup> For world output, the quarterly estimates and projections account for approximately 90 percent of annual world output at purchasing-power-parity weights. For emerging market and developing economies, the quarterly estimates and projections account for approximately 85 percent of annual emerging market and developing economies' output at purchasing-power-parity weights.

**Figure 1.12. Growth Outlook**

6 - 1. Growth Outlook  
(Percent; dashes = April 2024, dots = October 2023)



3 - 2. Cyclical Forces Waning and Output Gaps Closing  
(Percent)



Source: IMF staff calculations. Note: In panel 1, solid lines denote GDP growth from the October 2024 World Economic Outlook, and dashed and dotted lines denote GDP growth forecasts from the April 2024 World Economic Outlook and the October 2023 World Economic Outlook, respectively.

(Source- <https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024>)



## **INDIAN ECONOMY OVERVIEW**

### **Introduction**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### **Market size**

- Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion).
- The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23.,
- India is the third-largest unicorn base in the world with more than 113 unicorns valued at US\$ 350 billion, as per the Economic Survey.
- The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.
- India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'.
- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.
- According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

### **Recent Developments**

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.

- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

## Government Initiatives

Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (Rs. 1,500 crore).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from 1st January 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on 29th December 2022 by the Ministry of Railways.
- On 7th October 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).

- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
- India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever “AI in Defence” (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio-fertilization on 30 June, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- On February 2022, Ms. Nirmala Sitharaman Minister for Finance & Corporate Affairs said that productivity linked incentive (PLI) schemes to be extended to 14 sectors for achieving the mission of AtmaNirbhar Bharat and create 60 lakh (6 million) and an additional production of Rs. 30 lakh crore (US\$ 401.49 billion) in the next 5 years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022 Finance Minister Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G will be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which is expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement to spectrum sharing.
- In the Union Budget of 2022-23 the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that Reserve Bank of India (RBI) will issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of “One Station, One Product” was also introduced.

- To boost competitiveness Budget 2022 has announced to reform the 16-year-old Special Economic Zone (SEZ) act to enhance competitiveness this will be done to make it compatible with the World Trade Organisation (WTO).
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.
- In May 2021, the Government of India has allocated Rs. 2,250 crore (US\$ 306.80 million) for the development of the horticulture sector in 2021-22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally and increasing digital literacy.
- On January 29 2022 the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian Economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23, it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next 3 years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.
- In June 2021, the Indian government signed a US\$ 32 million loan with World Bank for improving healthcare services in Mizoram.
- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US\$ 182.30 million) for Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US\$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.
- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.



## Road Ahead

In the second quarter of FY 24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

*(Source - <https://www.ibef.org/economy/indian-economy-overview>)*

## MEDIA AND ENTERTAINMENT INDUSTRY REPORT

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. The increasing availability of fast and cheap internet, rising incomes, and increasing purchases of consumer durables have significantly aided the industry. India's media and entertainment industry are unique as compared to other markets. The industry is well known for its extremely high volumes and rising Average Revenue Per User (ARPU).

This significantly aided the country's industry and made India leading in terms of digital adoption and provided companies with uninterrupted rich data to understand their customers better. India has also experienced growing opportunities in the VFX sector as the focus shifted globally to India as a preferred content creator.

Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.



## MARKET DYNAMICS

The Indian Media & Entertainment (M&E) sector is set for substantial growth, with a projected 10.2% increase, reaching Rs. 2.55 trillion (US\$ 30.8 billion) by 2024 and a 10% CAGR, hitting Rs. 3.08 trillion (US\$ 37.2 billion) by 2026. Advertising revenue in India is projected to reach Rs. 330 billion (US\$ 3.98 billion) by 2024. The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 57% of the media and entertainment sector revenues in 2023.

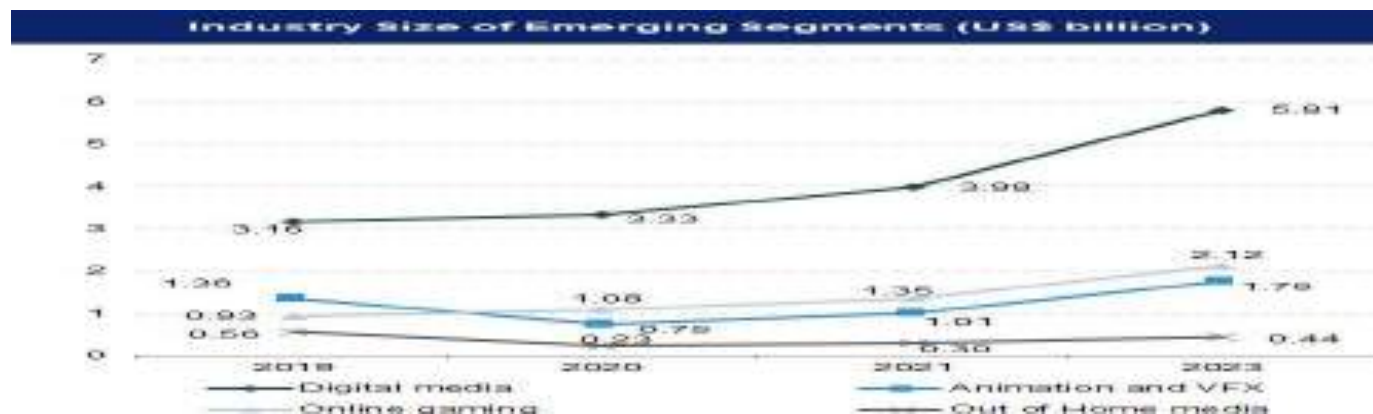
The country's entertainment and media industry is expected to see a growth of 9.7% annually in revenues to reach US\$ 73.6 billion by 2027.

Revenue of the Indian video OTT market that is dominated by players such as Amazon Prime Video, Netflix, and Disney+Hotstar is set to double from US\$ 1.8 billion in 2022 to US\$ 3.5 billion by 2027.

The Indian media and entertainment sector posted a robust 19.9% growth in 2022 and crossed the Rs. 2 trillion (US\$ 24 billion) mark in annual revenue for the first time led by a sharp jump in the digital advertising mop-up.

In 2024, the projected revenue in the Digital Media market in India is expected to reach US\$ 10.07 billion. It is expected to contribute 38% to the overall advertising industry in India, on par with television.

The OTT segment is likely to grow at a remarkable CAGR of 14.1% to reach Rs. 21,032 crore (US\$ 2.55 billion) in 2026. Subscription services, which accounted for 90.5% of revenue in 2021, are projected to account for 95% of revenue by 2026.



The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

2023 recorded US\$ 575 million in PE/VC investments in the media and entertainment sector, an 84% decline y-o-y.

In Q3 of CY23, eight deals were recorded in the media and entertainment sector of India at US\$ 269 million. FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 10.87 billion between April 2000- September 2023.

Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.

The Indian OTT audience universe currently stands at 481.1 million people, of these, 138.2 million are active paid OTT subscriptions in India.

India's Direct-To-Home (DTH) Services market is expected to expand to US\$ 7.59 billion in 2029 from US\$ 6.48 billion in 2023, growing at a CAGR of 2.8%.

India's SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.

As per GroupM's TYN report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.

Advertising revenue in India is projected to reach Rs. 330 billion (US\$ 3.98 billion) by 2024.

Key growth drivers included rising demand for content among users and affordable subscription packages.

India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.

The Indian mobile gaming market is poised to reach US\$ 7 billion, in value, by 2025. The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.

The music industry is expected to reach US\$ 445 million by 2026 from US\$ 180 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

The FICCI EY media and entertainment report 2023 said that in 2023, music streaming in India had an audience of approximately 185 million of which the paid subscriber base was just around 7.5 million.

About 1 million music streams were played every 3 minutes in FY23, totalling 460 million streams per day, according to a report by RedSeer Strategy Consultants. Spotify led India's music and audio streaming market in FY23 with a 26% share, as compared to just 11% share in FY20.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video, and content items produced exclusively for this audience by television, print and radio brands. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60



minutes per day.

OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US\$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.

## **RECENT DEVELOPMENT/INVESTMENTS**

Recent Developments in the Media and Entertainment Industry are

- The Star-Viacom18 merger deal signed on February 28 will create an US\$ 8.5 billion media goliath with a dominating presence in both TV and digital segments.
- In August 2023, Netflix inked a “first-of-its-kind” deal with Jio Platforms to bundle the streaming service with the carrier’s two pay-as-you-go plans as the American giant pushes to expand its subscriber base in the key Asian market.
- In June 2023, India, for the first time participated at the Annecy International Animation Festival in France and showcased the strength its creative economy holds.
- In May 2023, Viacom18-owned streaming service Jio Cinema inked a multi-year content deal with NBCUniversal (NBCU) to bolster its premium content library. As part of the partnership, Jio Cinema will get access to thousands of hours of NBCU films and TV series in India.
- Media company Shemaroo Entertainment is planning to spend Rs. 75 crore (US\$ 9.1 million) in FY24 to bolster its broadcast and over-the-top (OTT) businesses.
- Newly merged multiplex giant PVR Inox is ready with a plan to add up to 175 new screens and retrofit a host of existing ones at an investment of Rs. 700 crore (US\$ 85.1 million) during FY24.
- In April 2023, Prime Minister Mr. Narendra Modi commissioned Low Power FM Transmitters of capacity of 100 watt at 91 locations. These transmitters have been installed in 84 districts of 20 states. With this, the network of transmitters with All India Radio has increased from 524 to 615. The addition will further boost the coverage of AIR to 73.5% of the population of the country.
- A partnership was announced in April 2023 between the Ministry of Information & Broadcasting and Amazon India in the field of media, entertainment, and public awareness.
- The online gaming segment grew 22% to become the fourth largest segment of the Indian M&E sector in 2023, displacing filmed entertainment.
- Music from South Indian languages such as Kannada, Malayalam, Tamil, and Telugu have witnessed the fastest growth in the vernacular in the last four years in FY23. The highest contributor to OTTA with the non-film genre was Punjabi music (39%) across all states.
- In June 2022, the exclusive rights for the television broadcast of the Indian Premier League (IPL) from 2023- 2027 was acquired by DisneyStar.
- In March 2022, Pocket FM in India raised US\$ 65 million and has plans to expand in new regional languages.
- In March 2022, Krafton infused US\$ 19.5 million in Indian audio content platform Kuku FM.

## **GOVERNMENT INITIATIVES**

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to fast-track the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio- visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF). As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.

To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission

process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming, and comics).

On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

Digital audio-visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

## **ROAD AHEAD**

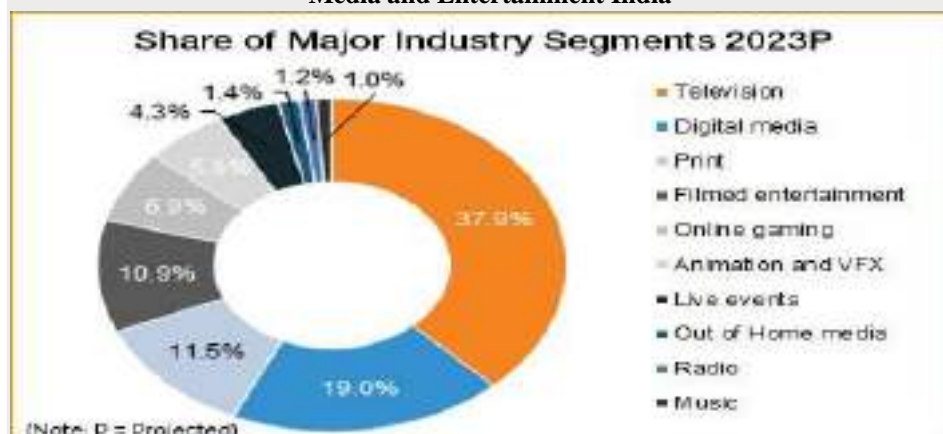
The Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate. This can be majorly credited to rising incomes, increasing internet penetration and a growing push toward digital adoption.

In the long run, growth in the M&E industry is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. India's rural regions are expected to be the next regions for growth. India has also gotten on board with 5G and is already planning for 6G well ahead of the future. This push towards digital adoption especially in the rural regions will provide advertisers and publishers with an immense opportunity to capture untapped markets and help grow India's media and entertainment industry forward.

**Note:** Conversion rate used for March 2024 is Rs. 1 = US\$ 0.012



## Media and Entertainment India



(Source: <https://www.ibef.org/industry/media-entertainment-india>)

### Filmed Entertainment

#### Executive Summary

These are good times for the filmed entertainment segment. Theatrical collections touched unprecedented highs in the past months, and the increasing affluence of audiences indicates that the growth trajectory will continue. The industry would undergo changes in the coming times and reinvention would be a core theme across different channels, content types and operational models.

**The segment grew 15% to reach an all-time high of INR197 billion**

	2020	2021	2022	2023
Domestic theatricals	25	39	105	120
Overseas theatricals	3	6	16	19
Broadcast rights	7	7	14	15
Digital/ OTT rights	35	40	33	35
In-cinema advertising	2	1	5	8
<b>Total</b>	<b>72</b>	<b>93</b>	<b>172</b>	<b>197</b>

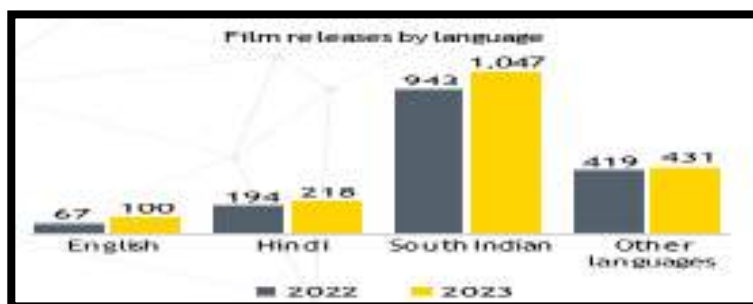
INR billion (gross of taxes) | EY estimates

- 1,796 films released in theaters during 2023, 11% higher than in 2022
- Screen count increased 4%, but remained at just 9,742, which shows that the cinema experience remains a luxury for most Indians
- Admissions continued to decline from 944 million to just over 900 million, a fall of 5%; less than 100 million people visited a cinema hall in 2023
- Domestic theatricals grossed INR120 billion for the first time, led by a growth in ticket prices
- 339 Indian films released across 38 countries, up from 33 countries in the previous year
- Digital platforms rationalized their direct to digital premiums; consequently, the number of direct to digital films reduced significantly, and theatrical performance became an important element in determining the value of digital rights
- Broadcast rights remained soft as film channels struggled with ratings and monetization
- In-cinema advertising recovered 50%
- We expect the segment to grow at a CAGR of 7% to INR238 billion by 2026, led by increased affluence, more high-quality mass content, and innovations in pricing, infrastructure and distribution.

### Monetization

#### Domestic theatricals

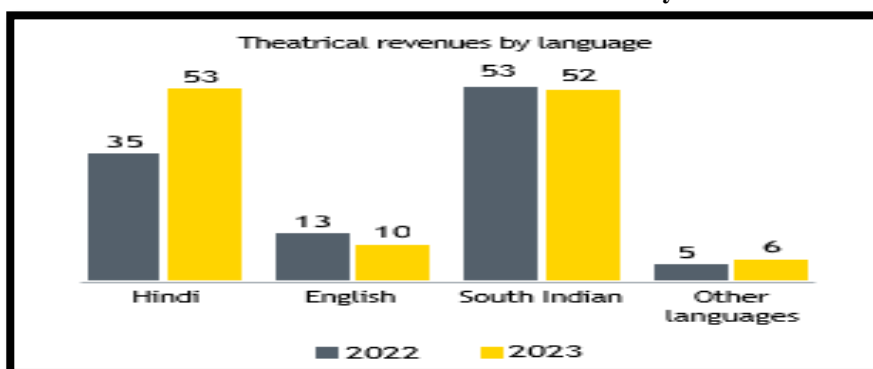
##### **I. Film releases grew 11% over 2022**



## Comscore

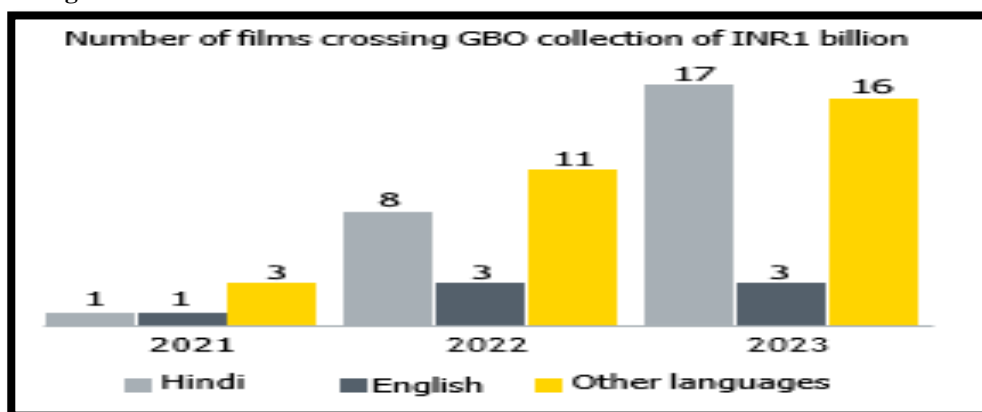
- 1,796 films released in theaters in 2023 across languages and dubbed versions
- The highest number of films were released in Telugu (317), Tamil (271), Kannada (241), Malayalam and Hindi (218 each)
- Screen count increased 4% to reach 9,742 screens<sup>2</sup> led by the north-east, which added 10% new screens and then Hindi speaking markets, which added 6%

## II. Box office revenues crossed the INR100 billion mark for the second consecutive year



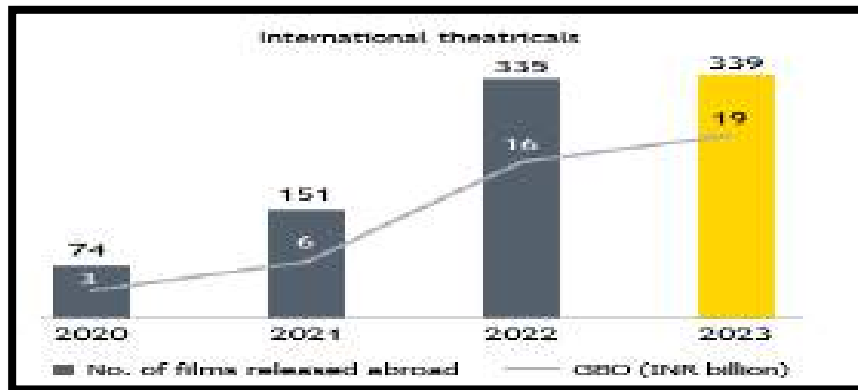
- Gross box office revenues increased 14% to INR120 billion in 2023, an all-time high
- The growth was driven by Hindi cinema's revival at the box office
- Admissions continued to decline from 944 million to just over 900 million, a fall of 5%<sup>3</sup>
- Industry discussions indicate that less than 100 million people visit cinema halls in India, showing that it remains a luxury experience out of the reach of 94% of the population
- Compared to year 2022, Hollywood films' collections in India decreased by 23%
- A key trend noted in 2023 was that cinema-goers waited for movie reviews and only then took a call on whether to watch the film in a cinema, or wait for its OTT or television release. This made a very strong case for making films "worth it" by providing an incomparable theatrical experience, and getting the marketing right.

## III. Thirty-six releases grossed INR 1 billion or more at the box office



- 36 films grossed INR1 billion or more in 2023 as compared to 22 such films in 2022
- Out of the top ten movies that crossed the INR1 billion mark, six were in Hindi and the remaining four were in South Indian languages
- Other language films comprised 15 south Indian language films and one Punjabi language film
- As audiences gravitated toward larger cinematic experiences, mid and smaller films did not fare as well in cinemas as they had done in previous years

#### International theatricals continued to grow

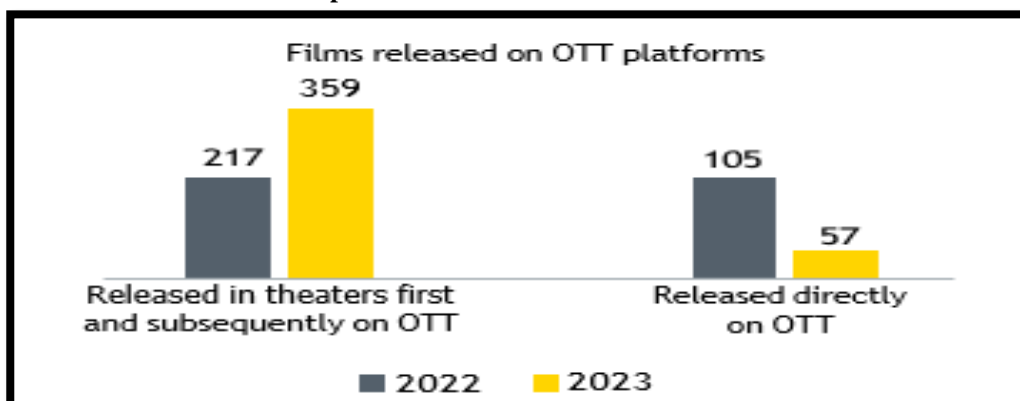


- 339 films released across 38 countries, up from 33 countries in the previous year
- They generated a gross box office collection of INR19 billion, 19% more than 2022
- While significant progress has been made in growing overseas theatricals independently, further tapping into the Chinese market can be a crucial growth driver
- 

#### Broadcast rights were impacted by lower monetization on film channels

- Film viewership remains a very important part of television; film channels generated 26% of total TV viewership in 2023, up from 25% in 2022
- However, monetizing films was a challenge in 2023 due to fragmentation of audiences which, according to several industry sources, led to lower ratings per new movie
- Several film channels experimented with simultaneous release of TV premieres on multiple movie and/ or GEC channels, by increasing marketing spends and increased interactivity
- The number of films shown on television also experienced a 4% decline in 2023 compared to 2022, led by international films (-9%) and Hindi language films (-6%)
- Consequently, broadcast rights grew just 9% in 2023

#### Digital rights rationalized their direct release premiums



- Over 400 films released on digital platforms in 2023, a growth of 30% over 2022
- The number of direct to digital releases almost halved from 105 in 2022 to just 57 in 2023 as platforms rationalized their direct to digital premiums
- While digital rights volumes increased a healthy 30%, the average spend per film came down as platforms focused on tent pole properties and lower cost properties, but reduced focus on mid-range content, resulting in a relatively muted 8%



increase in digital rights values over 2022

- The subscription model is expected to remain a key driver of growth for OTT platforms, propelling the expansion of this rapidly evolving market, and hence the demand for digital rights is expected to remain robust in the near future

### **In-cinema advertising recovered**

- INR7.5 billion was generated from cinema advertising in 2023, a 50% rise attributed to successful movies and the scarcity of avenues to reach affluent audiences

### **Future outlook**

**We expect the sector to reach INR238 billion by 2026**

	2023	2024E	2026E
Domestic theatricals	120	126	146
Overseas theatricals	19	20	23
Broadcast rights	15	15	16
Digital/ OTT rights	35	37	42
In-cinema advertising	7.5	8.5	10
<b>Total</b>	<b>197</b>	<b>207</b>	<b>238</b>

INR billion (gross of taxes) | EY estimates

- We expect the film segment to continue to grow, driven by theatrical revenues as Hindi movies go mass market in their storytelling, incorporate more VFX to enhance the movie-going experience and expand more aggressively into tier-II and III cities
- Broadcast rights will remain soft as pay TV homes continue to fall, but the gap will be made up through digital rights, as CTV homes are expected to grow significantly
- Growth in overseas revenues will depend on opening-up of culturally similar markets like China and the middle east
- As OTT platforms focus on profitability, they will continue to invest in tentpole properties, but fewer than before, and reduce investments in mid-range films

### **Reinventing films**

#### **Segment theatrical experiences**

- We expect the theater-going audience size to increase as India's affluence increases: the estimates of per capita income increasing from US\$2,500 in 2022 to US\$3,000 by 2025 are an indicator supporting the above hypothesis
- Investments will increase in cinema infrastructure by way of affordable "janta cinemas" (a level between the multi-plex and the single screen) where middle and upper middle classes can feel comfortable in enjoying an evening out with their families
- As part of the smart city initiatives having intelligent transportation networks to save time and reduce parking struggles, there will be a surge in the construction of modern cinema complexes. This symbiotic relationship between smart city initiatives and a thriving cinematic landscape would grow footfalls
- Bridging the gap between travel and entertainment, exploring the potential of 24/7 cinemas at transport hubs like airports and railway/ bus stations, hospitals, business districts, and large housing colonies/ gated communities, can be explored

#### **Focus on mass escapism**

- If we take away anything from 2023, it is that mass escapism is what works across audience classes
- 80% of production houses we surveyed expected to see an increase in formula-based films with more 'masala' content, given the successes of 2023. The focus on AVOD will also necessitate that the segment focusses more on mass content
- We expect that more mass content will be created to attract wider audiences and propel increased footfalls beyond the current 0.9 billion admissions, mainly in non-multi-plex screens

- The average number of VFX shots per large scale films has increased significantly, and we expect more VFX to become the norm in films that aim for theatrical releases

### **Develop Talent**

- Our survey of production houses indicated that the biggest issue being faced was the shortage of quality writing and directing
- The film industry needs to develop the required talent through funding writers' rooms, crowdsourcing stories and sourcing directors from smaller towns and not just metros

### **Innovate around pricing**

- Exploring innovative pricing strategies – especially in Tier II and III cities – such as introducing loyalty passes, group passes, or bundled offerings including food and beverages, and merchandise, will be undertaken as pilot initiatives to assess their effectiveness in driving footfalls and consequently, revenue growth

### **Create discrete films for the broadcast market**

- Broadcast rights will remain muted as they have become a distant third window after theatrical and digital releases. Further, films viewership will be determined by content type, and will not grow until film content is created for the masses as against the classes. In effect, content that appeals to multiplex and OTT audiences will be different than content that appeals to single-screen and television audiences
- Hence, we expect that a separate set of films may be commissioned for Tier-III markets and television audiences, including FTA audiences, with separate themes and lower price points
- At the other end, tent pole films will continue to be produced but will be released on a wider swath of TV channels, with staggered windows and pricing options

### **Build D2C relationships**

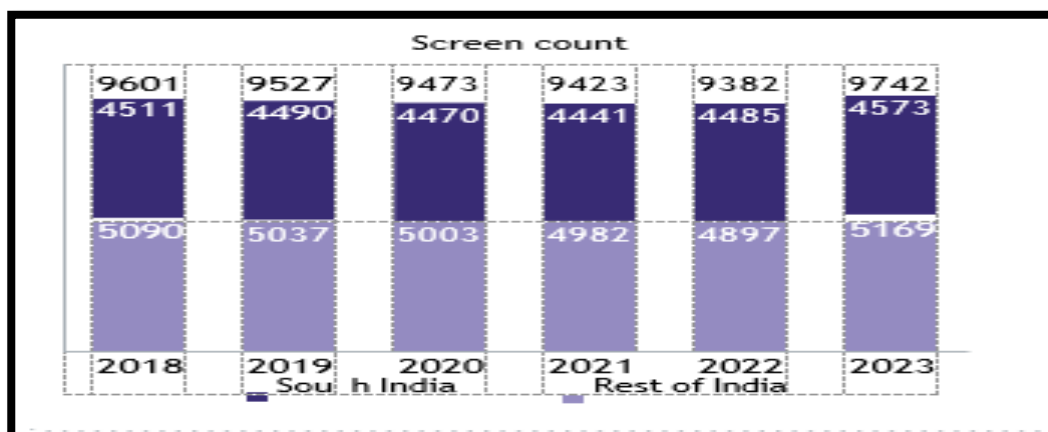
- The total TVOD opportunity on digital platforms is estimated by us at approaching US\$0.5 billion by 2024 end, a portion of which relates to films
- The acceptance of the “sachet model” by the middle classes across a range of different impulse purchases will result in the growth of pay-per-view and pay-per-download film experiences, across rural and urban markets

### **Rethink business Models**

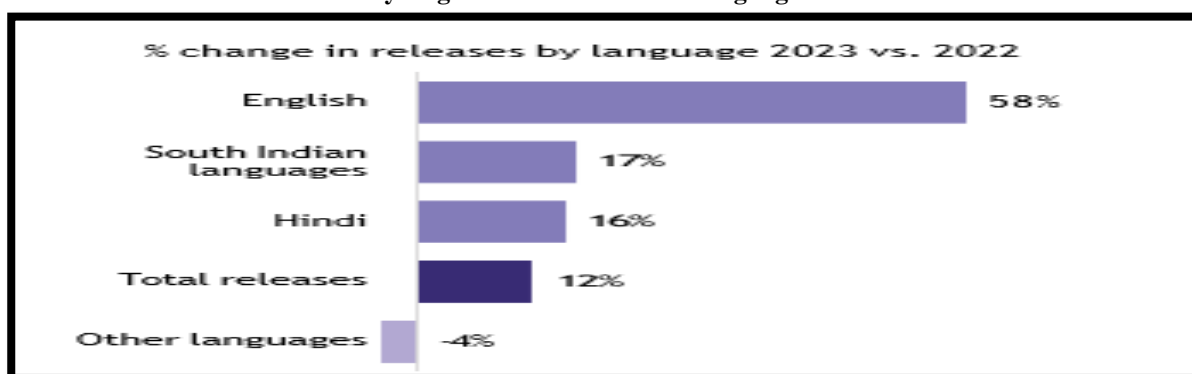
- The era of sub-scaled production houses has lasted several years, and the need to scale has never been stronger as content travels more and monetization opportunities expand
- Funding from institutional investors, foreign funds and strategic investors will continue to flow into film IP, particularly for products with global reach and appeal

### **Trends Film Exhibition**

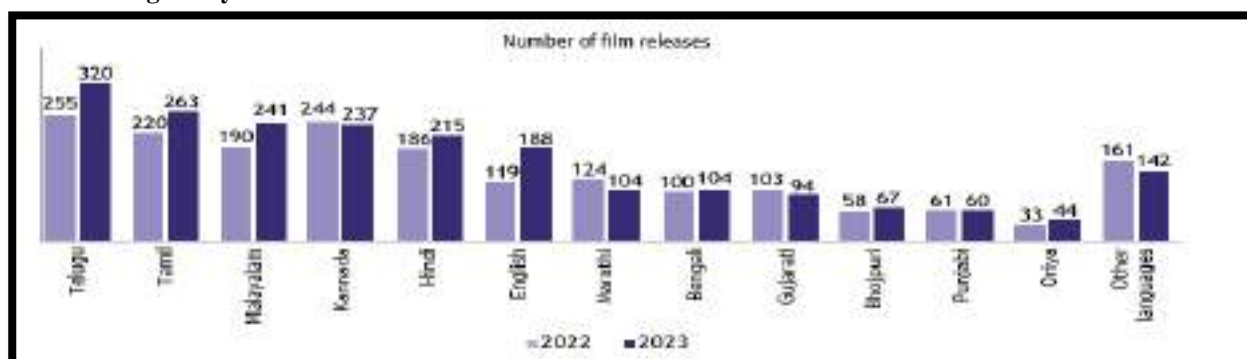
1. Number of screens increased by 4% to surpass 2018 levels South India has 47% of all screens in India



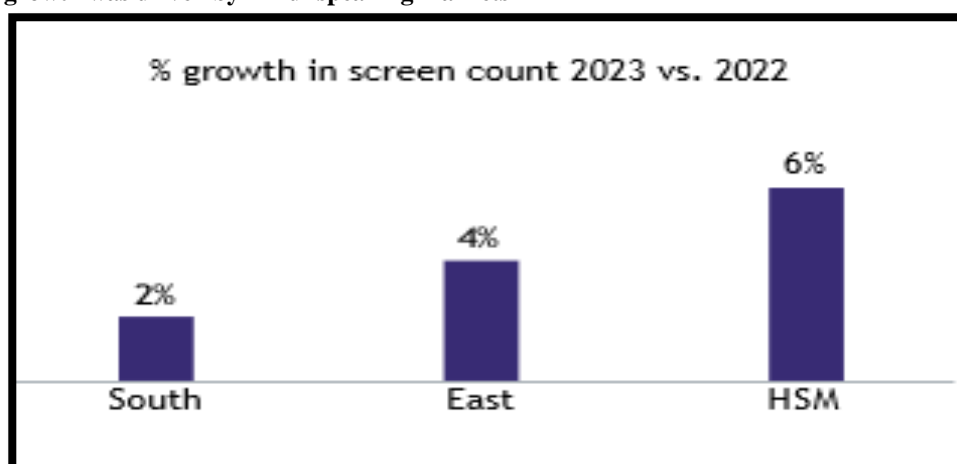
2. Growth in releases was driven by English and south Indian language films



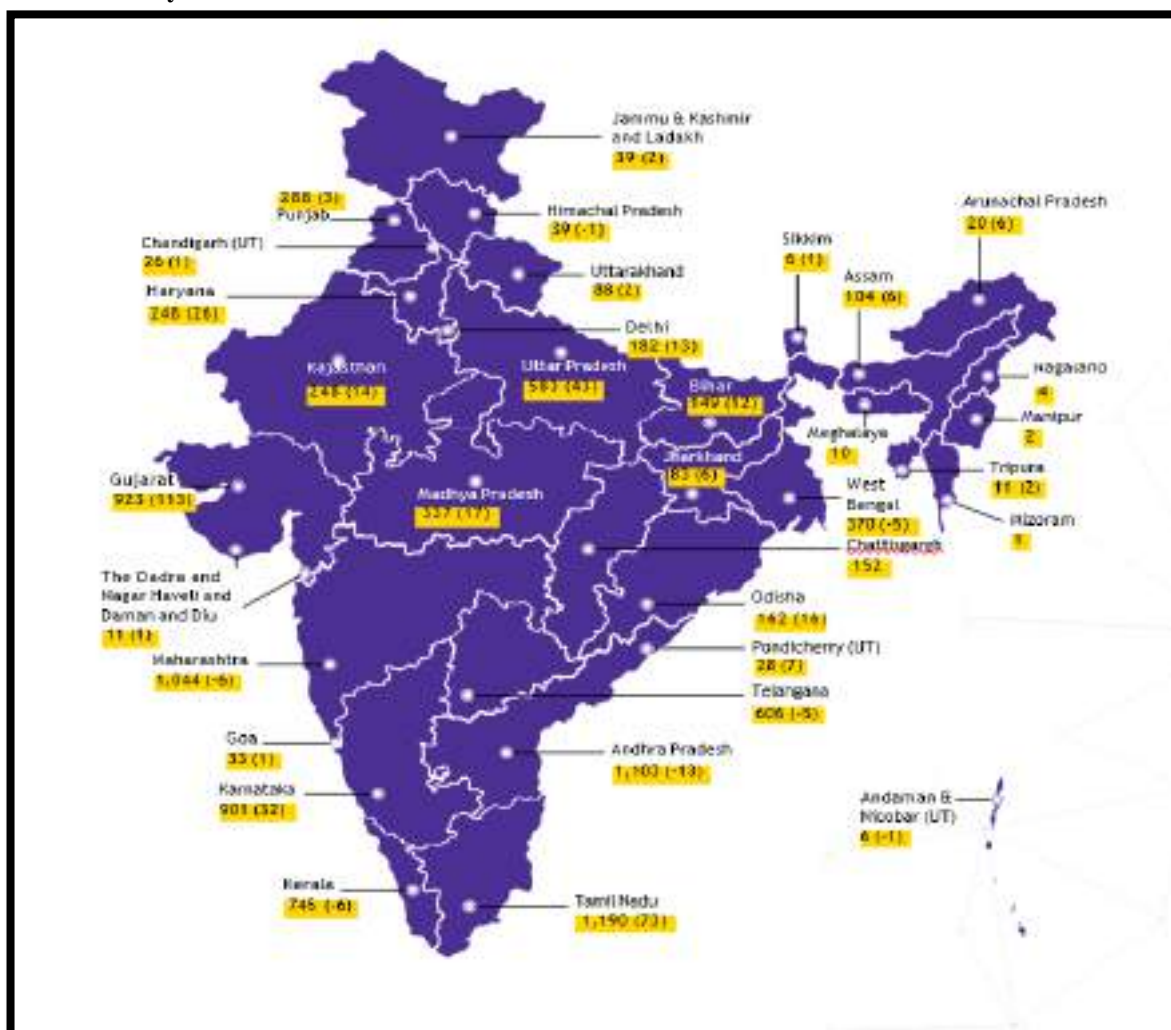
3. Film releases grew by 12%



4. Screen count growth was driven by Hindi-speaking markets

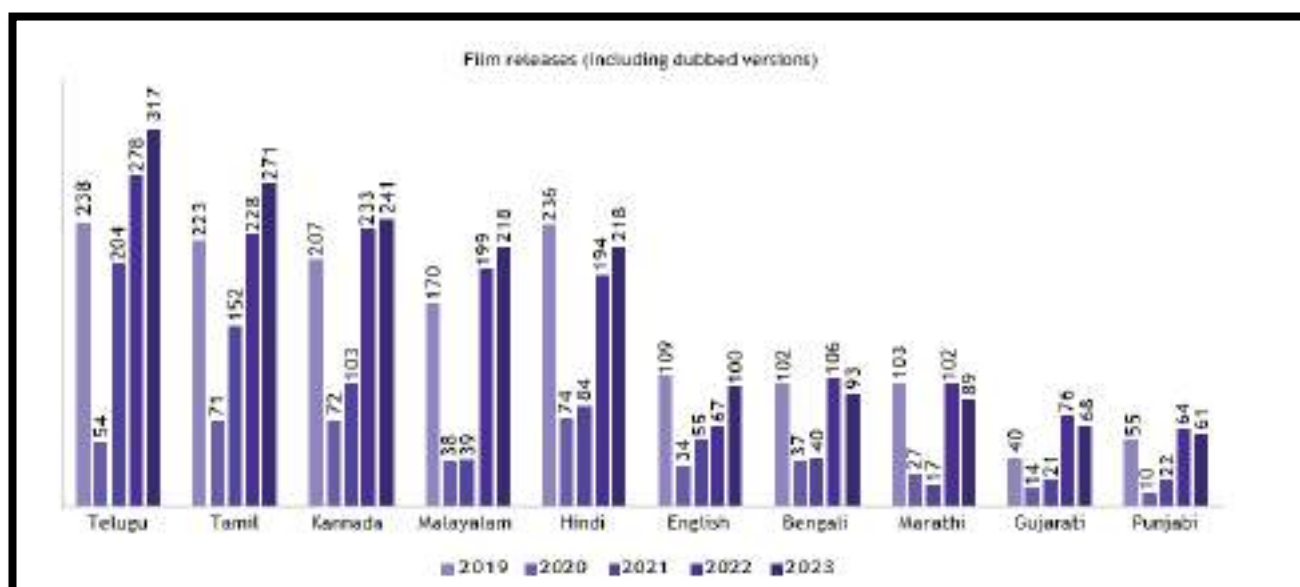


## 5. Screen Count by State

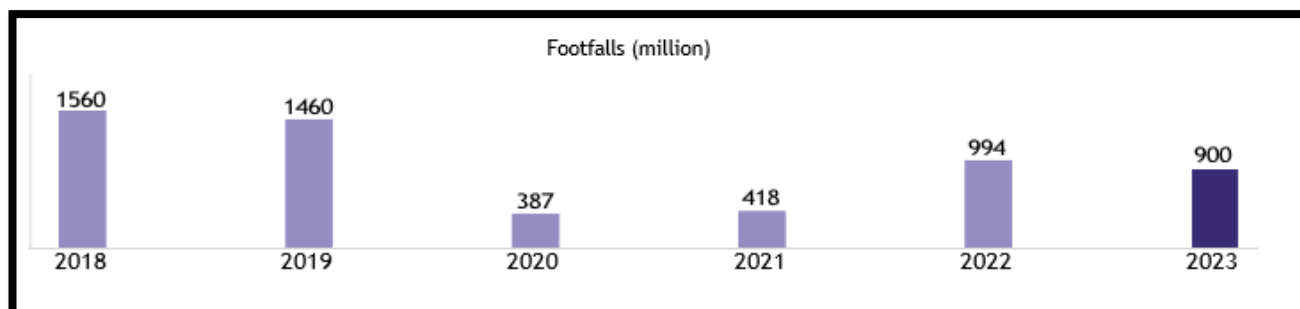


## Trends Film

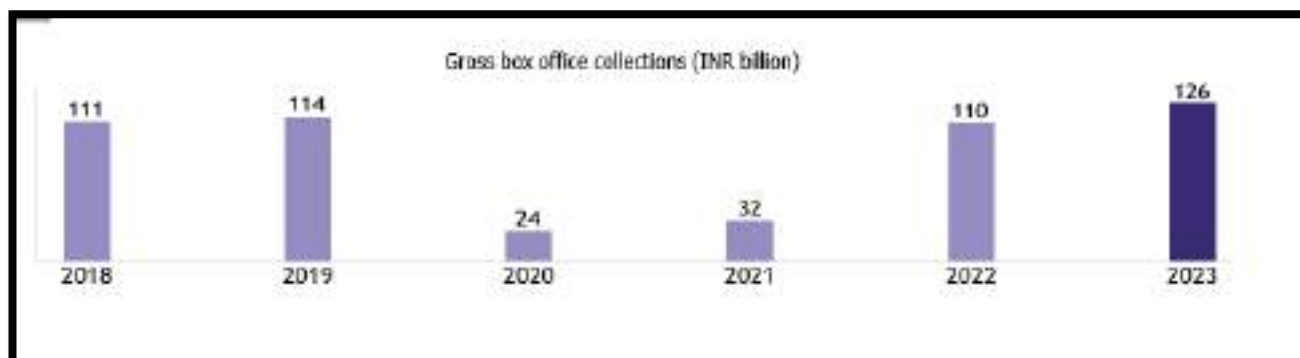
- 2023 saw 11% more film releases than 2022 English and Hindi language films are inching to their pre-pandemic levels



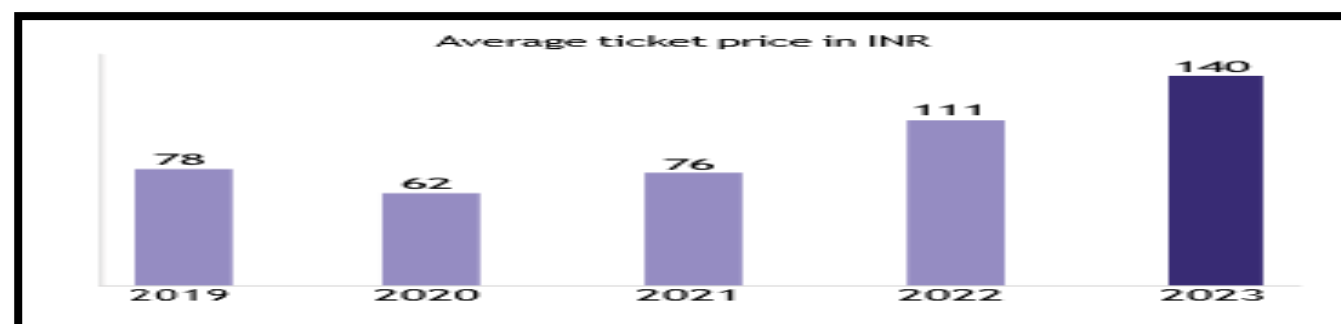
## 2. Footfall fell 9%



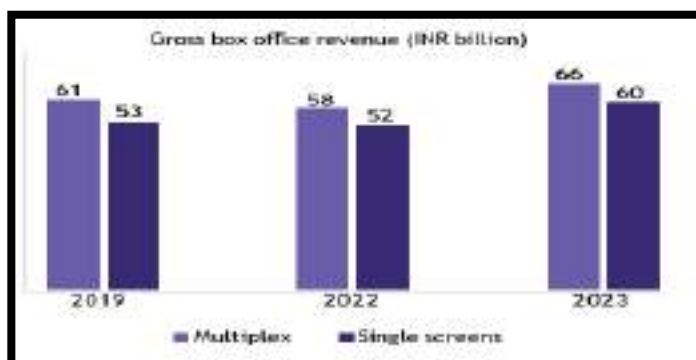
## 3. Theatrical revenues exceeded pre-pandemic levels due to ticket price increases



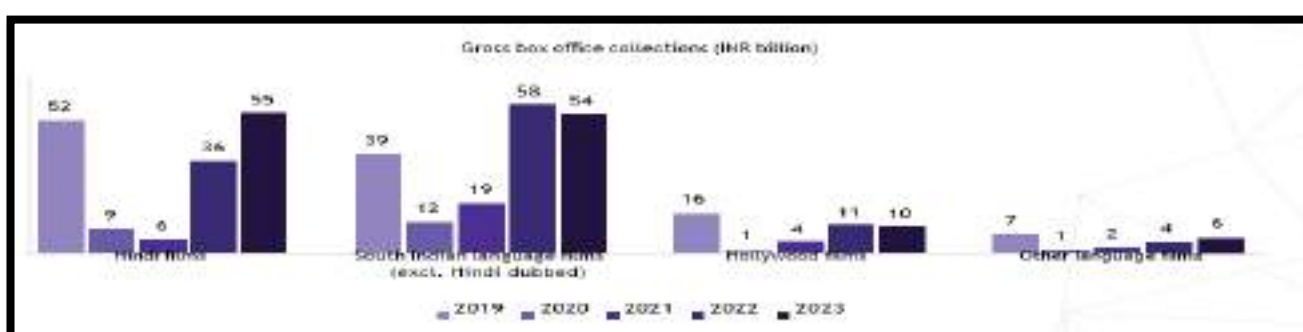
## 4. Average ticket prices increased by over 20% With multiplex rates more than double that of single screen rates on average



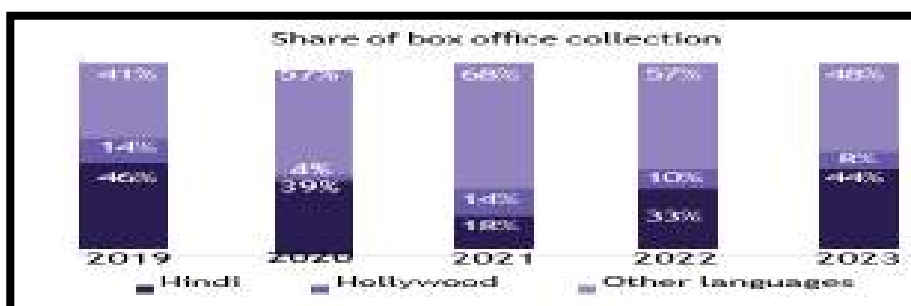
## 5. Single screens accounted for 48% of revenue in 2023



6. Hindi cinema regained its No.1 spot While, Hollywood and other languages continued to lag behind pre-pandemic levels



7. Hindi cinema significantly recovered revenue share to 44%



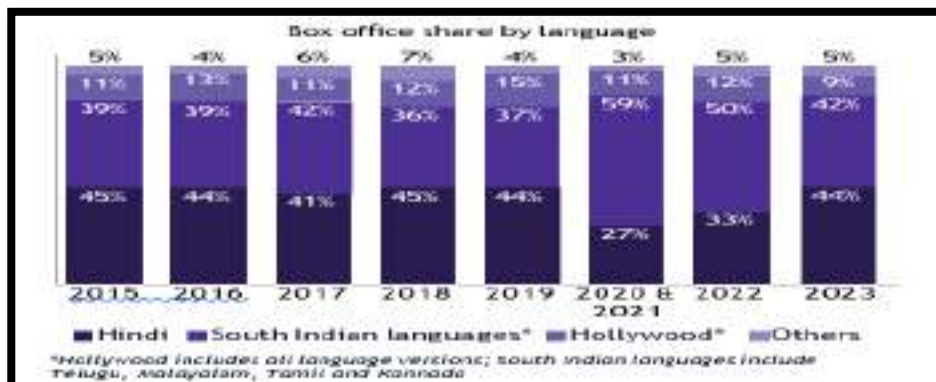
8. Overseas revenues continued to recover in 2023

	2019	2020	2021	2022	2023
Countries in which Indian films were released	26	24	28	33	38
Number of films released abroad	350	74	151	335	339
Gross box office collections including China	US\$332 million	US\$39 million	US\$77 million	US\$249 million	US\$337 million

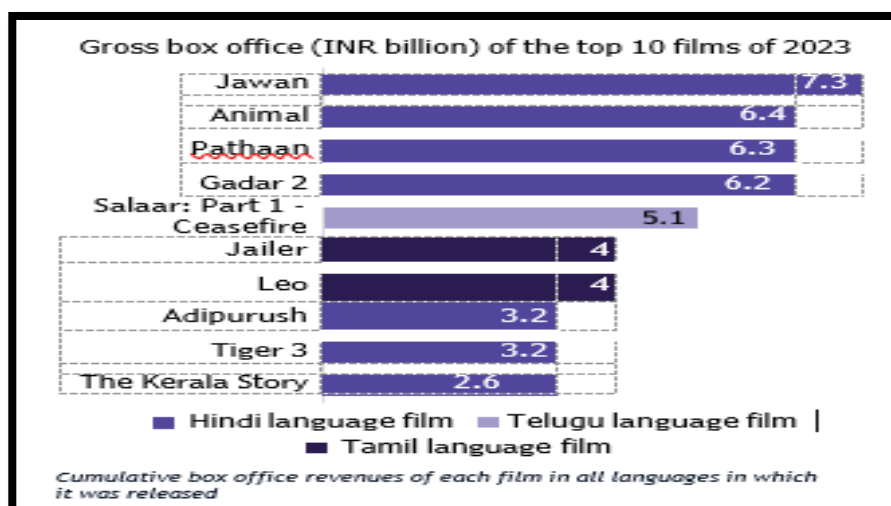


## Trends Box Office

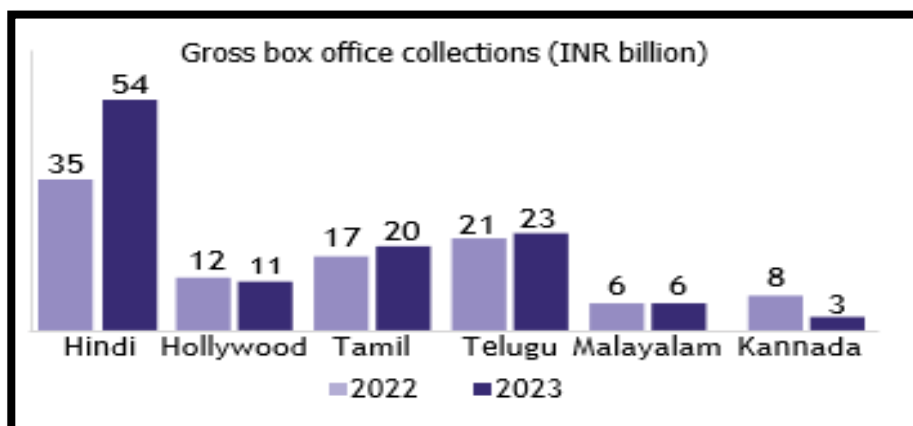
- Hindi films regained their leadership at the Box Office in 2023. South Indian language films lost 8% revenue market share from 2022



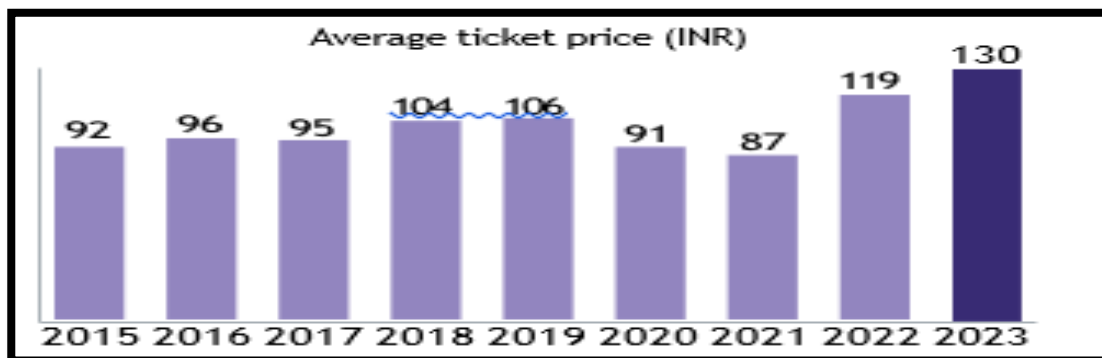
- Seven Hindi films featured among the top 10 grossing films of 2023 There were just four in 2022



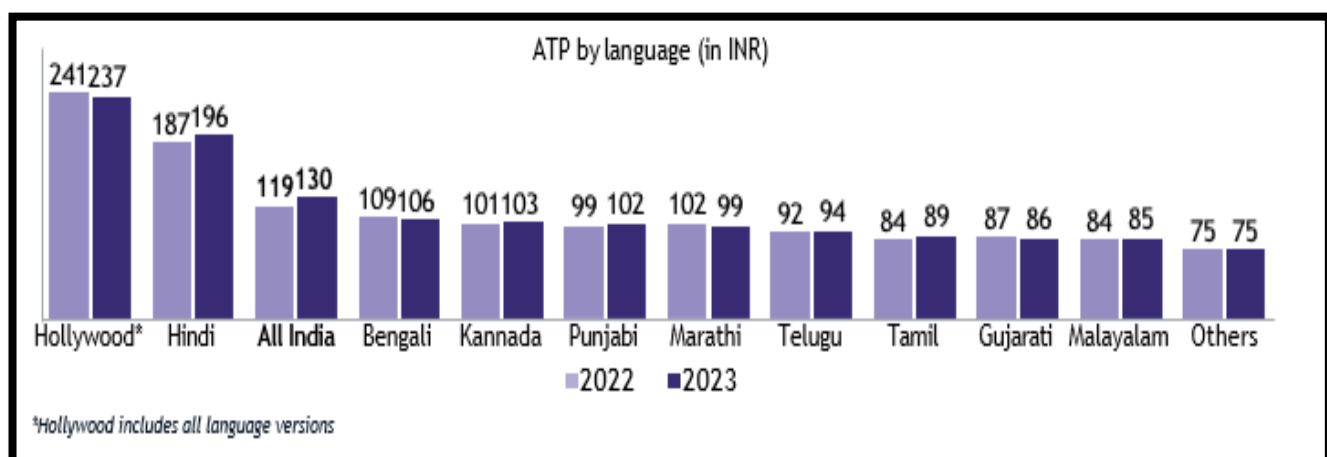
- Hindi cinema crossed INR50 billion for the first time



4. Average ticket price (ATP) grew 10% compared to 2022 Box office contribution of Hindi cinema increased the ATP at an all-India level



5. Hollywood films command the highest ticket prices, followed by Hindi language films, ATP of south Indian language films is approximately half that of Hindi films



**References:** Media Reports, Press Releases, Press Information Bureau, Department for Promotion of Industry, and Internal Trade (DPIIT), Crisil report, EY FICCI Report



## **BUSINESS OVERVIEW**

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year.*

*In this section, a reference to the “Company” or “we”, “us” or “our” means CONNPLEX CINEMAS LIMITED. All financial information included herein is based on our “Financial information of our company” included on page 194 of this Red Herring Prospectus.*

### **Overview**

Connplex Cinemas Limited is an entertainment company. The company is engaged in the business of development of theatres, entering into the franchise agreements specializing for exhibition and distribution of films, sharing revenue of screening of movies, sale of food & beverages and Sharing of Revenue from sale of Food & Beverages & advertisements at Various Franchised Cinema, and other related business under the Brand name “CONNPLEX” and other Brands registered under the name of Company. We operate a network of Cinema offering a diverse range of cinematic experiences that cater to various audience preferences. Our business is built on three main pillars: A) Making / Developing of Cinema Theatres, B) film exhibition & film distribution (Including Event Hosting), and C) Revenue Sharing / Sale of Food and Beverages and Other Revenue incl. advertisement sharing. Additionally, we collaborate with filmmakers and studios to distribute films across our theatres and digital platforms, focusing on strategic marketing to maximize audience reach. Beyond regular screenings, we also provide event spaces for private screenings, corporate events, and community gatherings, creating additional revenue streams and engaging our local communities.

Our Company was originally formed as “Fohatron Power Limited” vide registration no. 284745 under the provisions of Companies Act 2013 pursuant to Certificate of Incorporation dated September 1, 2015 issued by Registrar of Companies, Delhi. Further, the name of our Company was changed to VCS Industries Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi on February 16, 2018. The Registered office of our Company was shifted from Delhi to Gujarat w.e.f. November 18, 2019. Further, the name of our Company was changed to Connplex Cinemas Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Central Processing Centre on August 14, 2024.

We are distinguished by our customer experience which includes cinema making, film distribution, programming and latest technologies. Our strategic locations and theater technologies give us a edge in attracting and retaining audiences. We cater to a diverse audience, including families, young adults, and cinema enthusiasts, with programming designed to engage these segments through a mix of mainstream blockbusters, art films, and themed events.

We have redefined cinema experiences by strategically focusing on under-served markets in Tier 2, 3, and 4 cities, as well as expanding in metro locations including tier 1 cities across India. Our mission has always been to bring entertainment to regions where such experiences were previously unavailable or inaccessible. By introducing a cinema model that blends high grade standards, convenience, and affordability, we have broken traditional barriers, allowing audiences from various regions to enjoy a premium movie-going experience without the prohibitive costs typically associated with large multiplex chains.

Our cinemas are constructed and designed with a deep understanding of customer preferences and regional nuances. With majority of recliner seating, sound systems, and high-definition projection technology, we ensure that every aspect of the movie experience is elevated. The smaller, boutique-style cinemas offer an intimate and private yet upscale environment, catering to local audiences who previously had limited access to cinemas. This approach allows us to build strong connections with our communities, providing them not only with a place to watch films but also with a venue for private events such as corporate screenings, birthday parties, and special premieres.

In addition to enhancing the movie-watching experience, we have prioritized developing multiple revenue streams that extend beyond ticket sales. Our food and beverage (F&B) services are a key part of our business model. We offer a wide variety of snacks and beverages. Our partnership with delivery partners allows customers to enjoy cinema-quality popcorn, nachos, beverages and other snacks from the comfort of their homes.

We are also in providing advertising solutions within our cinemas. Our venues offer both on-screen and off-screen advertising opportunities, giving brands a direct platform to engage with captive audiences. Whether it is through movie trailers, interactive digital displays, or custom brand integrations, we help companies maximize their exposure to key demographics.



Our Promoters and key managerial personnel have been instrumental in the growth of our business and actively advise us on corporate strategy and planning. We have a strong management team with significant industry experience. Our Managing Director, Mr. Anish Tulshibhai Patel and Joint Managing Director, Mr. Rahul Kamleshbhai Dhyani have 06 years of experience each in this industry, thus experience of the Directors has been instrumental in determining the vision and growth strategies for our Company.

## OUR STRENGTHS

### 1. *Experience and new Technology*

Our commitment to delivering a cinema experience distinguishes us from traditional cinema chains. We focus on providing top-tier amenities, including plush recliner seating, immersive surround sound systems, and high-definition screens that elevate the movie-watching experience. Each screening feels uniquely personal, offering a premium environment that appeals to discerning audiences. We continually invest in the latest sound and visual technology, including Dolby Atmos systems and advance 2K projectors, ensuring flawless clarity and immersive sound. This focus on technology enriches the customer experience in the evolving cinema industry.

### 2. *Strong Franchisee Support System & Quick Franchise Setup Process*

We offer a comprehensive and supportive franchise system that empowers our franchisees to succeed. From the initial location selection to the construction phase, and throughout the operational and marketing setup, we ensure that every step is streamlined and efficient. Our franchisees benefit from ongoing guidance and operational support, ensuring that they adhere to our high standards while also maximizing profitability. The quick setup process, supported by modular cinema designs and strategic partnerships with key vendors, allows our franchisees to launch quickly and effectively. This approach accelerates the return on investment and has been a critical factor in our rapid expansion across diverse markets.

The number of cinemas under franchise models are detailed as follows:

Franchisee Model	Number of Screens (as on)		
	March 31, 2025	March 31, 2024	March 31, 2023
FOFO	63	49	24
FOCO	03	0	0
<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>

### 3. *Strong Diversified Revenue Stream*

Our business model drive multiple streams of revenue, thereby not limited to the revenue of box office along but our reliance is also making of cinema, sale of / sharing of revenue of food and beverages sector, advertising, other income. This approach not only enhances our financial stability but also allows us to adapt to market fluctuations. A significant portion of our income is derived from our food and beverage offerings, where we are providing regionally tailored menus that cater to local tastes and preferences. By curating a diverse selection of gourmet snacks and beverages, we enhance the overall cinema experience and encourage patrons to indulge, which significantly boosts our revenue.

In addition to concessions, we strategically leverage in-cinema advertising as another profitable income stream. This allows brands to reach targeted audiences while providing us with additional revenue without compromising the viewer experience. Furthermore, we actively engage in hosting private events, such as corporate screenings, birthday parties, and special occasions. This initiative enables us to capitalize on off-peak cinema hours, effectively utilizing our facilities and resources.

### 4. *Strategic Location in Emerging Markets*

Our strategic emphasis on emerging markets, major focus on Tier 2, 3, and 4 cities, positions us as a player in regions where larger competitors and major cinema chains have been reluctant to establish a presence. We have identified high-potential markets with limited competition, where our cost-effective cinema model has successfully captured substantial market share. By entering areas with high demand and low existing supply, we are able to build a strong presence in underserved and relatively rural communities. This expansion strategy not only fills a gap in entertainment offerings for these regions but also creates new growth opportunities, allowing us to maintain our edge while catering to a growing and enthusiastic audience base.

The bifurcation of the number of cinemas/screens operated in cities in the past three fiscal years is as follows:



Particulars	Number of Screens (as on)		
	March 31, 2025	March 31, 2024	March 31, 2023
Tier 1 (Ahmedabad)	21	21	9
Tier 2 (Baroda, Patna, Ahmednagar, Kodad, Nawada, Rajkot, Gandhinagar, Bhagalpur, Umerkote)	27	20	9
Tier 3 (Siddhpur, Dhrangadhra, Baddi, Bilaspur, Bettiah, Balotra, Mehsana, Siwan)	16	6	4
Tier 4 (Katihar, Bihar)	02	2	2
<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>

Rationale for Developing Cinemas in Tier 4 Cities: It has been a strategic plan to develop cinemas in Tier 4 cities, as these areas typically have smaller populations and limited infrastructure. Residents of these cities often need to travel to nearby larger cities to watch movies, which increases their entertainment expenses. The company has consistently focused on identifying and developing cinemas in such emerging cities. While these locations may currently fall under Tier 4, they have the potential to evolve into Tier 3 cities in the future.

## 5. Variety of Cinema Formats

We have developed a range of cinema formats to ensure we meet the diverse needs of our audience. Our Express Model is ideal for compact spaces in densely populated areas, providing a quick and efficient cinema experience without compromising on standards. The Signature Model offers a more elevated experience, with premium design elements and personalized services that cater to customers seeking a high-end, immersive environment. Our flagship Luxuriance Model delivers the ultimate in opulence, combining cutting-edge technology with luxurious interiors to create an unparalleled cinema experience. These varied formats allow us to serve different market segments while ensuring that each cinema reflects our commitment to quality and customer satisfaction.

The number of screens model wise is as follows:

Particulars	For the period/year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Express Model	22	25	18
Signature Model	28	18	6
Luxuriance Model	16	6	0

As certified by Kapil Pathak, Chartered Engineer vide certificate dated July 11, 2025.

## OUR STRATEGIES

### 1. Expand Our Screen Network and Offer a Wide Range of Content

Our strategy focuses on expanding the number of screens along with providing entertainment across existing and new markets, both in urban including Tier 1 and Tier 2, 3, and 4 cities. By doing so, we aim to meet the increasing demand for cinema experiences in areas that are either underserved or entirely new to premium cinema offerings. Expansion not only increases market penetration but also allows us to diversify the content we offer. Alongside blockbuster films, we will introduce a wide range of content, including regional films, foreign films, documentaries, independent films, and live events such as concerts or sports screenings. This broad content offering will cater to various demographics, boosting footfall and creating consistent revenue streams throughout the year, especially during off-peak movie release periods.

The current number of operational screens in various states is as follows:

Particulars	For the period/year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Gujarat	35	31	11
Bihar	19	10	6
Maharashtra	3	3	3
Chhattisgarh	4	0	0
Telangana	2	2	2
Himachal Pradesh	0	0	2
Odisha	2	2	0
Rajasthan	1	1	0



<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>
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As certified by Kapil Pathak, Chartered Engineer vide certificate dated July 11, 2025.

## 2. Focus on Premium and Experience Offerings

Our commitment to providing a premium experience will remain a cornerstone of our Company. This strategy involves continuous investment in enhancing the customer experience through innovative technology, superior comfort, and personalized service. We will expand our cinema formats, offering more recliner seating, gourmet food and beverage options, and immersive sound systems like Dolby Atmos. To maintain our edge, we will continually introduce new amenities, such as on-call service during screenings, VIP lounges, and personalized seating configurations. By focusing on high-end services and exclusivity, we can attract a discerning audience willing to pay a premium for an exceptional movie-going experience, thereby maximizing profitability per customer.

## 3. Focus on Improving Revenue from Ancillary Revenue Streams

Our strategy includes enhancing revenue from non-ticket sources to ensure diversified and stable income streams. These ancillary revenue streams include food and beverage sales, in-cinema advertising, and private events. By offering regionally tailored, F&B options and dynamic pricing, we can maximize sales during peak times. Additionally, we will leverage our strong brand presence to collaborate with advertisers, offering on-screen and off-screen promotional opportunities for businesses. Another focus will be on renting out our cinemas for corporate events, private screenings, and special occasions. This will allow us to capitalize on underutilized screening times, generating revenue even during non-peak hours. Expanding partnerships with local and international brands for product placements and in-cinema activations will further strengthen this revenue segment.

Our current revenue streams are as follows:

Products/Services	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(In Lakhs)	(In %)	(In Lakhs)	(In %)	(In Lakhs)	(In %)
Sales Ticket (B2C)	3489.69	36.50	2631.22	43.64	1306.73	51.51
Sales Ticket (B2B)	7.81	0.08	0.00	0.00	0.00	0.00
Sales Food & Beverages (B2B)	361.60	3.78	230.87	3.83	12.28	0.48
Sales Food & Beverages (B2C)	3.94	0.04	148.13	2.46	390.81	15.40
Screening charge (B2B)	4.37	0.05	27.58	0.46	23.04	0.91
Screening charge (B2C)	0.00	0.00	0.20	0.00	0.85	0.03
Income from setting up cinema (B2B)	4781.29	50.01	2702.10	44.81	725.14	28.58
Income from setting up cinema (B2C)	114.60	1.20	16.95	0.28	0.00	0.00
3D Glasses Sale (B2C)	32.29	0.34	16.81	0.28	6.42	0.25
Space Rental (B2B)	11.73	0.12	10.29	0.17	9.11	0.35
Space Rental (B2C)	0.93	0.01	1.74	0.03	0.14	0.01
Design Income (B2B)	12.00	0.13	0.00	0.00	1.50	0.06
<b>Total Sale of Products</b>	<b>8820.25</b>		<b>5785.89</b>		<b>2476.02</b>	
Advertisement Revenue (B2B)	133.95	1.40	69.28	1.15	12.76	0.50
Advertisement Revenue (B2C)	0.56	0.01	0.00	0.00	0.25	0.01
Revenue Share-Income (B2B)	244.76	2.56	79.26	1.31	32.62	1.29
Revenue Share-Income (B2C)	0.37	0.00	0.00	0.00	0.00	0.00
VPF Revenue Share (B2B)	115.16	1.20	42.75	0.71	15.26	0.60
Income from Sublease cinema properties	284.07	2.97	137.41	2.28	0.00	0.00
<b>Total -Other operating revenue</b>	<b>778.88</b>	<b>-</b>	<b>328.70</b>	<b>-</b>	<b>60.89</b>	<b>-</b>
<b>Less: Branch transfer</b>	<b>(38.17)</b>	<b>(0.40)</b>	<b>(84.85)</b>	<b>(1.41)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Revenue from operations</b>	<b>9,560.96</b>	<b>100.00</b>	<b>6029.74</b>	<b>100.00</b>	<b>2536.91</b>	<b>100.00</b>

**Income from Setting Up Cinema:** This revenue comes from our franchise business model and includes:

**Franchise Fees:** A one-time fee that franchise partners pay when they join the Connplex Cinemas network. It also includes advisory fees and management fees.

**Setup Costs:** This is a one-time charge paid by franchisees to cover the costs of setting up the cinema, including design, Equipments, installation, and interior-exterior setup to meet our brand standards.

**Branch Transfer:** The "Branch Transfer" revenue relates to internal transfers within the company when goods are moved from our head office to various Connplex Branches or cinema locations and therefore it is excluded while consolidating the financial statements. This includes:

**Concessions & Merchandise:** Popcorn, beverages, and other F&B items supplied to our theatres.





**Cinema Equipment & Supplies:** Items like projectors, screens, and seating materials transferred to ensure smooth operations across all locations.

Year wise bifurcation of revenue from setting up of cinemas and branch transfer in the respective year is as under:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Income from setting up of cinemas	4895.89	2,719.05	725.14
Branch transfer	(38.17)	(84.85)	0.00

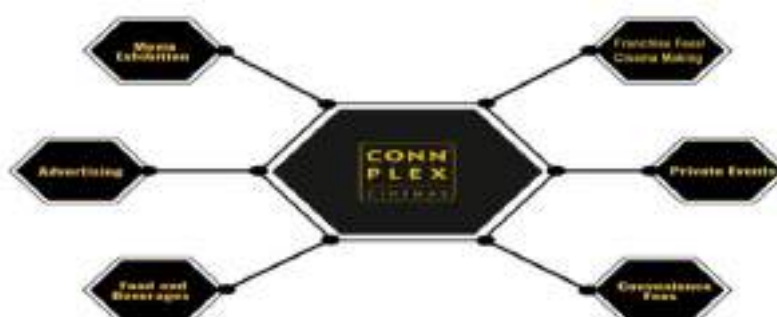
#### 4. Continue to Maximize Revenue from Our Existing Cinemas

While expanding is crucial, we will not lose sight of maximizing revenue from our current cinemas. We will implement revenue-boosting strategies such as dynamic ticket pricing based on demand, optimizing F&B offerings, and introducing premium and comfortable seating options in existing locations. Additionally, upgrading technology in older cinemas will help maintain a edge ensuring repeat engagement of audiences. Continued customer engagement through loyalty programs and personalized marketing campaigns will help drive repeat visits. We will also explore opportunities to host alternative events, such as live sports screenings, gaming events, and private functions, to maximize the use of cinema space outside standard movie schedules. By continually refining the experience at our existing locations, we ensure that each cinema contributes to overall profitability.

#### 5. Rationalize Near-Term Costs, Enhance Liquidity, and Optimize Cash Flows

To maintain a strong financial position, our strategy will focus on optimizing costs and ensuring healthy cash flow management. We will review operational efficiencies across our network to identify areas where costs can be reduced without compromising the customer's expectations. This includes renegotiating supplier contracts, reducing energy consumption through sustainable technologies, and automating non-critical processes. We will also implement stricter cost controls for non-essential expenditures, ensuring that liquidity is preserved for growth initiatives. In parallel, we will look to enhance liquidity by improving cash collection cycles, offering pre-booking incentives, and securing favorable financing terms for new projects. By optimizing cash flows, we ensure that the business remains resilient in the face of market fluctuations and is well-positioned to invest in future opportunities.

### OUR OPERATIONS



#### 1. Movie Exhibition Business

The core offering is centered around the movie exhibition business, which involves screening films to a wide range of audiences in premium cinema environments. This business focuses on delivering an immersive and enjoyable cinema-going experience, leveraging audio-visual technology, comfortable seating, and facilities. The aim is to provide an exceptional viewing experience for a variety of content, including blockbuster movies, regional films, foreign cinema, documentaries, private screening, group booking / corporate of movie tickets, on-demand movies and alternative content such as live sports and concerts.

Our company has entered into a distributor agreement with August Entertainment (The Film Programmer) for movie programming and scheduling for 2 years w.e.f., May 2024. Through dynamic ticket pricing models, we optimize revenues based on peak times, demand, and customer segments. Additionally, the business actively collaborates with film distributors, ensuring access to the latest movie releases while also promoting independent and niche films that cater to specific audience tastes. By offering personalized and localized content across different regions, the movie exhibition business ensures a tailored experience that relates with both urban and smaller market audiences.

Our company has entered into an agreement with Big Tree Entertainment Private Ltd. to provide ticketing solutions that will streamline and facilitate the booking process for cinema tickets. This collaboration is made possible through Big Tree Entertainment Private Limited's authorization by Vista Entertainment Solutions Ltd., the owner of a leading ticketing software



platform widely recognized in the industry. This agreement will cover a broad network of cinema houses located in various cities across India, ensuring that moviegoers across the country will have access to a seamless and efficient ticket booking experience. Our partnership with Big Tree Entertainment Private Limited. is designed to enhance operational efficiency for cinemas, offering them a ticketing system, while also providing customers with a convenient and user-friendly platform to secure their tickets for a wide range of cinematic experiences.

As of March 31, 2025, we operate 25 cinemas with a total of 66 screens and 5060 seats in the cities of Rajkot, Vadodara, Bilaspur, Bettiah, Dhrangadhra, Gandhinagar, Ahmedabad, Balotra, Patna, Ahmednagar, Umerkote, Katihar, Siwan, Bhagalpur, Phulwari sharif, Kodad, Nawada and Mehsana were being operated under the “Connplex” name. The focus is on building strong customer loyalty by offering exclusive services, and memberships that enhance the overall movie-watching experience, thereby driving sustained revenue growth by ensuring repeat engagement.

## 2. Franchisee Fees/ Cinema Making

The Company is in the business of making cinema by offering the various cinema models to the franchisee. Our Franchise model is designed to facilitate rapid growth by partnering with local entrepreneurs, investors, and real estate developers to open new cinema locations while maintaining full control over operational standards and brand consistency. This model provides substantial benefits for both parties, with franchisees gaining access to our well-established brand and operational benefits, while we expand into new markets with minimal capital investment.

### Cinema Models

Our company offers three distinct models that cater to varying market segments and customer preferences:

- Express Model:** The Express Model is designed for compact, high-density areas where space is at a premium level for the customers. This model prioritizes efficiency and accessibility while still delivering a premium viewing experience. With fewer seats and a streamlined setup, the Express Model is ideal for urban neighborhoods and densely populated areas, providing a cinema experience in a compact environment. It is perfect for audiences looking for a quick, convenient movie outing without sacrificing comfort and technology. It typically features seating capacity ranging from 55 to 120.
- Signature Model:** The Signature Model enhances the movie-going experience with a focus on elegance and personalized service. This model features upscale interiors, refined seating arrangements, and immersive technology, appealing to audiences seeking a more premium experience. The Signature Model is designed to offer a balance between accessibility, making it a versatile option for a broad range of locations with customized color combinations for interiors and seatings. It includes services such as a sophisticated lobby, plush seating, and exclusive F&B offerings that make every visit feel like a special occasion. It typically features seating capacity ranging from 50 to 100.
- Luxuriance Model:** The Luxuriance Model is our most opulent cinema offering. This model combines high-end aesthetics with cutting-edge immersive technology to create an unmatched, indulgent cinema experience. Featuring recliner seating, VIP lounges, and personalized in-seat services, the Luxuriance Model caters to high-end customers who value exclusivity and comfort. With its lavish design and premium amenities, this model is ideal for affluent markets and locations that attract discerning, high-spending clientele. It typically features seating capacity ranging from 30 to 90.

These varied cinema models enable us to target different market segments while ensuring that each model reflects the same commitment to quality, technology, and customer satisfaction. Whether it's the compact efficiency of the Express Model, the refined elegance of the Signature Model, or the the Luxuriance Model, we ensure that our audiences experience the best in cinema entertainment, tailored to their specific preferences.

The following screens are currently under operations:

S. No.	Cinema Name	Location	Model	Owned/Franchisee Operated	No. of Audis/ Screens	Number of Seats
1.	Connplex Prahlaad Nagar	Gujarat	Express	Franchise Operated	3	230
2.	Connplex Shilaj		Signature	Franchise Operated	3	201
3.	Connplex Parimal		Signature	Franchise Operated	3	237
4.	Connplex South Bopal		Signature	Franchise Operated	3	195
5.	Connplex SBR		Luxuriance	Franchise Operated	3	152
6.	Connplex Mehsana		Signature	Franchise Operated	3	193

7.	Connplex Rajkot		Express	Franchise Operated	2	125
8.	Connplex Dhrandagara		Express	Franchise Operated	2	350
9.	Connplex Vaishnodevi		Luxuriance	Franchise Operated	3	204
10.	Connplex Gota		Signature	Franchise Operated	3	175
11.	Connplex Gandhinagar		Signature	Franchise Operated	3	177
12.	Connplex Vadodara		Luxuriance	Franchise Operated	4	311
13.	Connplex Raja Bazar	Bihar	Express	Franchise Operated	2	107
14.	Connplex JD Mall		Express	Franchise Operated	2	130
15.	Connplex SR Arcade		Express	Franchise Operated	2	112
16.	Connplex Katihar		Express	Franchise Operated	2	140
17.	Connplex Nawada		Express	Franchise Operated	2	414
18.	Connplex Siwan		Luxuriance	Company Operated	3	305
19.	Connplex Bhagalpur		Luxuriance	Franchise Operated	3	238
20.	Connplex Bettiah		Signature	Franchise Operated	3	263
21.	Connplex Ahmednagar	Maharashtra	Signature	Franchise Operated	3	239
22.	Connplex Balotra	Rajasthan	Express	Franchise Operated	1	63
23.	Connplex Umerkote	Odisha	Express	Franchise Operated	2	133
24.	Connplex Kodad	Telangana	Express	Franchise Operated	2	146
25.	Connplex Bilaspur	Chhattisgarh	Signature	Franchise Operated	4	220

### Our Geographical presence:



The above operational cinema model is running with two franchisee mechanism:

#### A. Franchise-Owned, Franchise-Operated (FOFO) Model

Under the Franchise-Owned, Franchise-Operated (FOFO) model, we provide franchisees the opportunity to own and operate a cinema while benefiting from our well-established brand's goodwill, operational efficiency, and comprehensive support. This model is structured to empower franchisees to take charge of their cinema's day-to-day operations while adhering to the high standards and guidelines we have established for consistency and quality. By owning operations, franchisees have significant autonomy in running their cinemas, enabling them to directly impact customer satisfaction and operational outcomes. In this model, franchisees handle staffing, on-ground marketing, and customer engagement with our guidance to ensure the brand's integrity is consistently maintained. This decentralized approach allows franchisees to leverage their local market knowledge, making real-time decisions that are tailored to regional preferences and audience behaviors.

Our company charges an initial Franchisee Fee of Rs. 5,00,000 plus GST per screen. This fee is fixed and represents a one-time, non-refundable payment that grants franchisees the right to operate a Connplex cinema under our established brand. In addition to the initial franchise fee, the overall franchisee fees also include advisory fees and management fees, which are designed to support the franchisee throughout the setup, operational, and ongoing management phases of the cinema.

Additionally, the company generates revenue through a Revenue Sharing Model, which covers the variable fees associated with the franchise operations. These include a share of the convenience fees collected by our collection partners and a percentage of the revenue generated from the sale of food and beverages at the cinemas. This flexible revenue-sharing structure is designed to align



the interests of both Connplex and its franchisees, ensuring that both parties benefit as the business grows and performs well. In the FOFO (Franchisee Owned, Franchisee Operated) model, the company enters into a franchise agreement where the royalty percentage is determined at the time of signing the agreement. This percentage may vary over time based on written or verbal agreements between the franchisor and the franchisee. Generally, there is no minimum guaranteed royalty, nor is there a requirement for upfront fees related to royalty payments. The company charges royalty based on the ongoing business generated, such as the sale of movie tickets, food and beverages, and other related revenue streams.

To support franchisees effectively, we provide extensive training and resources, ensuring they have all the tools and information needed to run their locations successfully. Each franchisee receives dedicated guidance on cinema setup, staff training, customer service protocols, and inventory management. Our teams assist with complete cinema setup, including site selection, design, and construction processes, to ensure the cinema meets our operational standards. Under the FOFO model, collection is consolidated into our main bank account, where all collections from box office sales, food and beverage, and other ancillary services is deposited. From this central account, we manage weekly payouts to the franchisee, after deducting expenses such as company's brand royalty, F&B packaging and raw materials cost, distributor's share and applicable taxes. Further, the franchisee is liable to pay the applicable show tax to the respective concerned departments. This centralized approach ensures financial transparency and operational efficiency, while providing franchisees with a consistent and streamlined income model. The cinema license and the FASSAI License shall be obtained in the name of franchisee at its own expenses. Once established, we continuously support franchisees with marketing resources, promotional strategies, and technical assistance. We also implement a feedback system, allowing franchisees to communicate any needs or concerns, ensuring that operations are not only consistent but also responsive to local market trends. By providing this level of support, we empower franchisees to create memorable experiences for audiences while achieving their business objectives. Ultimately, the FOFO model allows for both our brand and the franchisees to grow collaboratively, aligning profitability with the ability to deliver a premium movie-going experience across diverse regions.

We have implemented a feedback system that is designed to ensure open and transparent communication between our company and franchisees. This system serves as an essential tool for franchisees to communicate their needs, concerns, and any operational challenges they may encounter, fostering a continuous dialogue. Through this system, franchisees can share their feedback regarding customer preferences, service quality, or any local market trends, allowing us to remain agile and responsive to the ever-evolving entertainment landscape.

In addition to the feedback system, we conduct regular reviews and audits of service standards across all locations. These audits assess a wide range of operational aspects, such as service quality, customer satisfaction, staff performance, and adherence to brand guidelines. Our internal teams perform these audits both remotely and on-site, ensuring consistency and the alignment of operations with the company's high standards.

The feedback collected from franchisees, combined with insights from the audits, allows us to identify opportunities for improvement and quickly implement necessary changes. This proactive approach helps maintain a high level of service excellence and ensures that we remain present in the marketplace.

## **B. Franchise-Owned, Company-Operated (FOCO) Model**

In the Franchise-Owned, Company-Operated (FOCO) model, franchisees invest in the ownership of cinema locations, while we take full responsibility for operating these cinemas. This model is ideal for investors looking to benefit from the cinema industry without the complexities of day-to-day management. In this structure, franchisees manage the cinema premises, while our team manages all operational aspects, including staffing, scheduling, marketing, and customer experience. The FOCO model provides a streamlined approach for franchisees who may lack direct experience in cinema operations but seek to leverage our expertise and established goodwill and brand reputation for consistent returns. By entrusting us with operational management, franchisees are assured that each location adheres strictly to our standards, from service quality to compliance, creating a unified brand experience across all locations.

Our operational oversight includes comprehensive management of customer service, inventory, and financial controls, ensuring the cinema operates efficiently and profitably. Under the FOCO model, revenue is centralized through our main bank account, where all income from box office, food and beverage, and ancillary services is deposited. From there, we handle weekly payouts to the franchisee after deducting expenses such as company's brand royalty, F&B packaging and raw materials cost, distributor's share and applicable taxes. This centralized revenue system enables us to maintain financial transparency and operational efficiency while allowing franchisees to benefit from a predictable and streamlined income model. Franchisees also benefit from our strong marketing capabilities, gaining access to national campaigns and region-specific promotions that drive customer traffic and brand loyalty. Overall, the FOCO model combines the franchisee's investment strength with our operational expertise, offering a seamless investment opportunity that prioritizes quality, consistency, and sustainable growth in every market where we operate.

Franchisee Model	Number of Screens (as on)		
	March 31, 2025	March 31, 2024	March 31, 2023
FOFO	63	49	24
FOCO	03	0	0
<b>Total</b>	<b>66</b>	<b>49</b>	<b>24</b>

As certified by Kapil Pathak, Chartered Engineer vide certificate dated July 11, 2025.

#### Key Elements in Franchise Model:

- a) **Consulting and Development Support:** Franchisees benefit from our comprehensive support during every phase from the cinema development process to cinema operations. From site selection to design including seating combinations, color combinations, matching interiors to lighting and electricals and finally project development, we provide guidance, ensuring that each cinema is optimized for its local market. This support continues post-launch, with marketing, cinema inauguration, technical connectivity and operational oversight that guarantees a seamless and cinema viewing experience for audience.
- b) **Operational Excellence:** By engaging our expert teams, we support all the franchisee for their day-to-day operations across all franchise locations to ensure consistent service delivery and operational efficiency. Franchisees receive ongoing assistance in areas such as staff training, inventory management, handling of ticketing and billing software, weekly marketing, technologies such as projectors, servers, POS, etc. Movie booking and programming, Box office & concessions management, managing calculations of cash deposits and customer service. This ensures that all cinemas adhere to our strict operational standards, contributing to overall customer satisfaction and business success.
- c) **Revenue Collection and Centralized Control:** A critical aspect of our model is the centralized management of all revenue streams. Whether from box office sales, food and beverage (F&B), or other services, all collections collected by the cinemas is directly deposited into the main company bank account. This includes both digital payments and cash transactions, with cash being deposited within 2-3 days. We handle all financial processes, collection is consolidated into our main bank account, where all collections from box office sales, food and beverage, and other ancillary services is deposited. From this central account, we manage weekly payouts to the franchisee, after deducting expenses such as company's brand royalty, F&B packaging and raw materials cost, distributor's share and applicable taxes. This centralized approach ensures financial transparency and operational efficiency, while providing franchisees with a consistent and streamlined income model. Payouts are made on a weekly basis, ensuring timely and transparent distribution. By managing the revenue centrally, we maintain strict control over financial operations, ensuring accountability and efficiency at every stage.
- d) **Franchisee Fees and Revenue Sharing:** The franchise model is based on a revenue-sharing agreement where franchisees pay an upfront franchise fee for access to our brand and support. In addition, we collect a reasonable royalty from the cinema's gross revenue. This creates a mutually beneficial arrangement, incentivizing both the franchisee and the company to drive growth and profitability on performance basis.
- e) **Uniformity in Operations and Quality:** To maintain consistency across all cinemas, a manager and experienced management personnel like unit head at each location are on the payroll of the main company. This allows us to ensure uniformity in operations, food quality, and customer service across all franchise locations. By having dedicated personnel employed directly by the company, we can oversee day-to-day operations more effectively and ensure adherence to the highest standards of service.
- f) **Flexible Cinema Formats:** Franchisees have the flexibility to choose from our three cinema models—Express, Signature, and Luxuriance—based on their market and investment capacity. This adaptability allows us to penetrate a wide range of geographic and demographic markets, providing a tailored experience that meets the specific needs of audience. Through the Franchisee Fees/ Cinema Making and Running Franchise model, we can expand our footprint rapidly while maintaining full control over quality and customer experience. This model ensures long-term success by fostering collaborative relationships with franchisees, supporting their growth while ensuring operational excellence across all locations.

### 3. Advertising Business

In addition to our core movie distribution and exhibition operations, the advertising business plays a significant role in our revenue generation strategy. Our cinemas serve as a valuable platform for brands to reach a captive audience, providing unique opportunities for both on-screen and off-screen advertising. With a wide array of advertising formats and a diverse audience demographic, we offer brands a direct and impactful way to connect with moviegoers.

The various types of Advertising business are classified into following categories:





- a) **On-Screen Advertising:** On-screen advertising is one of the most effective ways for brands to engage with an attentive audience. Ads are displayed before movie screenings and during intermissions, ensuring high visibility. Given the immersive cinema environment, these ads are presented on large screens with superior sound quality, making them highly impactful and memorable in the minds of viewers. Brands can leverage this premium advertising space to reach audiences just before they engage in an entertainment experience, increasing recall and engagement rates.
- b) **Off-Screen Advertising:** Our advertising business extends beyond the movie screen with a range of off-screen options that allow brands to reach customers throughout the cinema premises. This includes digital displays in lobbies, poster placements, physical standees and interactive kiosks. Additionally, we offer branding opportunities on F&B packaging, such as cups, popcorn boxes, and our online booking platforms like our website and android & ios applications, giving advertisers continuous visibility throughout a customer's visit.
- c) **Custom Brand Integrations:** For deeper engagement, we offer custom brand integration opportunities. This can include branded lounges, special event sponsorships, or experiential marketing activities within the cinema. Brands can also collaborate with us to host exclusive movie screenings or partner on themed movie nights. These integrations allow brands to go beyond traditional advertising and create memorable experiences that relate with the audience.
- d) **Targeted Regional Advertising:** Our cinemas are located across a variety of geographic markets, including Tier 2, 3, and 4 cities, which allows us to offer targeted advertising solutions based on regional preferences. This targeted approach enables advertisers to craft campaigns that appeal to specific demographics, languages, and regional tastes, maximizing the relevance and effectiveness of their messaging.
- e) **Digital and Programmatic Advertising:** We leverage digital advertising technologies to enhance campaign precision and measurement. By utilizing programmatic advertising, we provide advertisers with data-driven solutions, allowing them to target specific audience segments based on viewing preferences, time of day, and other factors. This makes our advertising offerings more flexible and effective, ensuring higher returns for brands.

Advertising represents a significant portion of our non-ticket revenue. By offering a wide range of advertising options, from traditional on-screen ads to innovative off-screen brand integrations, we are able to attract a diverse range of advertisers, from local businesses to national and international brands. This diversification ensures steady growth in this business segment while providing added value to our cinema offerings.

#### **4. Food and Beverages (F&B) Business**

The food and beverages (F&B) segment is a critical component of our overall business strategy, contributing significantly to both customer satisfaction and revenue generation. By offering a diverse and premium range of snacks and beverages, we enhance the movie-going experience and create an additional revenue stream that complements our core cinema operations. The focus of our F&B strategy is to provide, regionally tailored, and reasonably priced options that cater to various customer preferences.

Key Elements in Food and Beverages Business include:

- a) **Premium and Diverse Offerings:** Our F&B menu is designed to appeal to a wide range of tastes, offering everything from traditional popcorn and soda to gourmet snacks and beverages which extends to Local/ regional/ seasonal delicacies. We focus on delivering fresh, products that align with the premium nature of our cinema experience. By continuously updating and diversifying our offerings, we ensure that customers have access to innovative and exciting food choices, which enhances their overall experience.
- b) **Dynamic Pricing Strategy:** To maximize revenue, we implement a dynamic pricing strategy for our tickets and F&B offerings. Prices may vary based on peak times, such as weekends and blockbuster movie releases, allowing us to capitalize on high demand seasons / movies. This approach ensures that we maintain a balance between profitability and affordability, encouraging customers to purchase F&B items during their visit / delivery at doorstep, which enhances higher margins during prime hours.
- c) **In-Seat Dining and Premium Offerings:** In selected cinema formats, we offer in-seat dining services, allowing customers to enjoy a restaurant-quality experience without leaving their seats. This service includes premium food options such as gourmet popcorn, burgers, pizzas, and specialty drinks, delivered directly to the customers seat during the movie. This high-end F&B offering caters to discerning customers who value convenience and exclusivity, further driving revenue from premium cinema-goers.





- d) **Home Delivery through delivery partners:** We have also an arrangement with some of delivery partners to offer home delivery of our signature F&B items, including popcorn, nachos, and other popular snacks. Special packaging has been developed to maintain the uniformity of taste, ensuring that the quality of our products remains intact, even during delivery. This initiative allows customers to enjoy the small screen entertainment or local events experience at home, even kids / families / specially-abled/ old age customers are taking advantage of this home delivered food, experience at home while providing us with an additional revenue stream beyond the walls of the cinema. It also helps strengthen brand presence and customer loyalty by extending our service beyond traditional cinema boundaries.

To ensure consistency in quality and service, we have implemented streamlined operational processes for F&B management. Our supply chain is optimized through direct partnerships with suppliers, various vendors and ensuring timely deliveries and cost-efficient procurement. We also use inventory management systems to monitor stock levels in real-time, minimizing waste, control pilferages and ensuring that popular items are always available.

F&B represents one of the most significant non-ticket revenue streams in our business. By offering a wide variety of high-margin products, we not only enhance the cinema experience but also drive substantial revenue. F&B sales are particularly strong during prime movie times and special events, making it a vital component of our profitability. We collaborate with well-known food and beverage brands to create exclusive in-cinema offerings, such as branded popcorn tubs or co-branded promotional deals. These partnerships add value to the customer experience and provide opportunities for cross-promotions with F&B companies. Additionally, seasonal and limited-time offers help keep the menu fresh and exciting, encouraging repeat/ rational purchases.

Our company has entered into an agreement with Hindustan Coca-Cola Beverages Pvt. Ltd. ("HCCBPL") to make their range of beverages available across various premises and locations where our business operations are conducted. This agreement also extends to locations where our customers engage in business activities, whether directly or through any franchisees, should they be involved.

The collaboration with HCCBPL aims to ensure the availability of beverages across our network, enhancing the customer experience and meeting the growing demand for refreshing drinks at our various business touchpoints. This partnership will play a pivotal role in ensuring that our customers have access to a wide selection of Coca-Cola products, thereby strengthening our offerings and contributing to the overall success of our operations.

In conclusion, our F&B business is a core part of our overall strategy, contributing to both customer satisfaction and revenue growth. By offering a diverse and dynamic range of food and beverage options, including home delivery, we enhance the movie-going experience while driving profitability through efficient operations, regional customization, and premium offerings.

## 5. *Group Bookings / Private Events Business*

In addition to our core movie exhibition and F&B operations, group bookings / private events have emerged as a key revenue stream. By offering cinemas as exclusive venues for a range of group bookings, private and corporate events, we create unique experiences that extend beyond traditional movie screenings. This business segment allows us to maximize the use of cinema spaces during non-peak hours while catering to a diverse clientele looking for sophisticated and memorable event settings.

- a) **Corporate Events and Screenings:** Our cinemas provide an ideal venue for corporate events, including private movie screenings, product launches, seminars, and team-building activities. With projectors and sound systems, comfortable seating, and premium amenities, businesses can host engaging and impactful events. The availability of private auditoriums allows companies to conduct presentations or showcase exclusive content in a controlled and environment. We offer flexible packages that include F&B services, food combos, special customized food packaging and a lot more, making the event planning process seamless and comprehensive for corporate clients.
- b) **Private Parties and Celebrations:** For individual customers, we offer the option to book entire cinema auditoriums for private parties and celebrations, such as birthdays, anniversaries, and family gatherings. Customers can enjoy personalized movie screenings or choose from a wide range of alternative content, including live sports, concerts, old ever-green movies and special events. This service allows guests to create a one-of-a-kind experience, with options for themed decorations, custom F&B menus, and dedicated staff to cater to their needs. By providing a personalized and luxurious setting for private parties, we elevate the cinema experience and offer clients a unique and private venue for their special occasions.
- c) **Exclusive Premieres and Red-Carpet Events:** We collaborate with film production companies and celebrities to host exclusive movie premieres and red-carpet events. These high-profile events attract media attention and generate significant brand exposure, positioning our cinemas as premier venues for entertainment industry gatherings. Such events also offer premium pricing opportunities, as audiences are willing to pay for the chance to attend exclusive screenings alongside film stars and industry figures. Hosting these events reinforces our brand's association with exclusivity, while also driving



additional revenue from ticket sales and in-cinema promotions.

- d) **Specialized Events and Themed Nights:** We organize specialized private events, including themed movie nights, educational screenings for schools, and charity fundraisers. These events cater to specific groups, offering a tailored cinema experience that goes beyond typical commercial screenings. Our cinemas are equipped to host a wide range of thematic experiences, such as classic movie nights, film marathons, or genre-specific screenings, which provide both entertainment and education. These events can be customized with unique F&B options, decorations, and branded materials and merchandises, enhancing the overall experience for guests.

Private events offer a significant opportunity to increase revenue, particularly during non-peak hours. By leveraging our premium cinema spaces for events, we maximize the utilization of our assets while providing clients with exclusive and memorable experiences. Revenue is generated not only from venue rental fees but also through customized F&B packages, premium ticket pricing, and additional services such as event coordination and decorations. This diversified income stream contributes to overall profitability, while also attracting new customer segments and driving brand loyalty.

We offer flexible and customizable packages for private events. Clients can choose from a variety of cinema formats—ranging from intimate settings in the Express Model to luxurious experiences in the Luxuriance Model—based on their preferences and budget. This high level of customization allows us to deliver exceptional value and create lasting memories for our clients.

In conclusion, our private events business is a crucial part of our diversified strategy, providing unique and premium event experiences for both corporate and individual clients. By leveraging our cinema spaces and personalized services, we continue to drive additional revenue while offering exclusive and memorable events that go beyond the traditional cinema experience.

## 6. *Convenience Fees*

Convenience fees represent an additional revenue stream in our business, applied when customers use our online platforms or mobile apps or third party platforms like BookMyShow for booking movie tickets. This fee is charged for the ease and flexibility provided to customers by allowing them to book tickets in advance from the comfort of their homes or while on the go, without the need to visit the cinema in person.






Key Elements in Convenience fees include:

- a) **Online Booking and Ticketing:** With the growing trend of online ticket booking, convenience fees are applied to all transactions completed via our website or mobile app and other third-party online platforms. This small fee compensates for the operational costs associated with providing a seamless online experience, including payment gateway services, server maintenance, and customer support. Customers are willing to pay this fee in exchange for the ability to reserve tickets ahead of time, select preferred seating, and avoid long lines at the box office.







Convenience fees contribute a significant portion to our non-box office revenue. While individually modest, the volume of transactions across our online and app-based platforms ensures that these fees add up to a substantial revenue stream. This additional income helps to cover the costs associated with maintaining our digital infrastructure and enhances overall profitability without directly impacting ticket or F&B pricing. While convenience fees are an additional cost, we prioritize transparency in how these fees are communicated to customers. By clearly outlining the purpose and benefits of the convenience fee—such as ease of booking, priority seating, and the elimination of wait times—we ensure that customers view it as a value-added service rather than an unwarranted charge. Furthermore, offering discounts or waivers on convenience fees for loyalty program members or during promotional periods helps build customer satisfaction and loyalty. Our convenience fee system is fully automated through our digital platforms, ensuring a seamless transaction process for customers. The fee is integrated into the final purchase total, and customers are made aware of it before completing their transaction. This automation allows for efficient and transparent processing and reduces the likelihood of errors, ensuring that both the customer experience and our revenue collection processes remain smooth and efficient.







In conclusion, convenience fees play a vital role in our business, providing an additional and steady revenue stream while offering customers the flexibility and ease of booking their tickets and services online. By delivering a high level of convenience and transparency, we ensure that customers are satisfied with the overall experience, making this an integral part of our operational and financial strategy.

**OUR OPERATIONAL CINEMAS (As on March 31, 2025)**







S. No.	Cinema Name	Model	Picture of Cinema Hall
1.	Connplex Prahlad Nagar, Address: Camps Corner 2, 4th floor 100 Feet Anand Nagar Road, road, Anand Nagar, Prahlad Nagar, Ahmedabad.	Express	
2.	Connplex Shilaj, Address: 2nd Floor, Shilp The Address, Shilaj Rd, Shilaj, Ahmedabad, Gujarat 380059	Signature	
3.	Connplex Parimal, Address: Ambuja House, 1st Floor, Anam-1, Besides Chimanlal Girdharlal Rd, opposite Parimal Garden, Ahmedabad	Signature	
4.	Connplex South Bopal, Address: 2nd floor, Turquoise 3, Gala Gymkhana Rd, South Bopal, Ahmedabad, Gujarat 380058	Signature	
5.	Connplex SBR, Address: 2nd Floor, Shilp Epitome, Beside Rajpath Rangoli Road, SBR, Bodakdev, Ahmedabad, Gujarat 380054	Luxuriance	





6.	Connplex Mehsana, Address: B110, 1st Floor, Trogon Two, D,Mart Circle, Near Mehsana Bypass Road, Mehsana, Gujarat 384002, India	Signature	
7.	Connplex Rajkot, Address: 2nd Ring Road, Serenity Garden Road, Near Valupani restaurant, Rajkot, Gujarat 360004, India	Express	
8.	Connplex Dhrandagara, Address: Ahmedabad, Kutch Highway, Dhrangadhra, Gujarat 363310, India	Express	
9.	Connplex Vaishnodevi, Address: 1st Floor, Master Avenue, Gandhinagar, Near - Vaishnodevi Circle, Ahmedabad, Gujarat 382421, India	Luxuriance	
10.	Connplex Gota, Address: 1st Floor, The Link, 100 Ft RCC Road, Krishna Hardware Rd, near JLR Showroom, Gota	Signature	
11.	Connplex Gandhinagar, Address: 301-308, Shreeji Signature, Sargasan, Near Reliance Crossroad, Gandhinagar, Gujarat 382028, India	Signature	

12.	Connplex Raja Bazar, Address: 3rd Floor, Braj Saroj Complex, Raja Bazar, Khajpura, Opposite Over Bridge Pillar No.29, Patna, Bihar 800014, India	Express	
13.	Connplex JD Mall, Address: 4th Floor, JD Mall, SP Verma Rd, above Burger King, Old Jakkampur, Lodipur, Patna, Bihar 800001	Express	
14.	Connplex SR Arcade, Address: SR ARCADE, Opp. Sudha Dairy Project, B Sector, Phulwari Sharif, Patna, Bihar 801505	Express	
15.	Connplex Katihar, Address: IPG Mall, Near Dalan Chowk, Katihar Purina Highway, Katihar, Bihar 854105, India	Express	
16.	Connplex Nawada, Address: Natraj Picture Palace, New Area, Nawada, Nawada, Bihar 805110, India	Express	
17.	Connplex Siwan, Address: Chandrika Tower, Gaushala Road, Pakdi Bus Stand, Siwan, Bihar 841226, India	Luxuriance	



18.	Connplex Ahmednagar, Address: 3rd Floor, Kohinoor Mall, Premdan Chowk, Opposite Big Bazar, Ahmednagar, Maharashtra 414003, India	Signature	
19.	Connplex Balotra, Address: RAJ RESORT, Nakoda Rd, Near Rajendra Dham, Balotra, Nakoda, Rajasthan 344022	Express	
20.	Connplex Umerkote, Address: JK Plaza, Infront of Reliance Trends, Dongriguda Rd, Shanti Nagar, DNK, Umerkote, Odisha 764073	Express	
21.	Connplex Bhagalpur, Address: H L Tower, DN Singh Road, Near Hari Om Laxmi Narayan Jewellers, Adampur, Bhagalpur, Bihar 812002	Luxuriance	
22.	Connplex Kodad, Address: GHR Honda Complex, Nayanagar Main Road, Suryapet, Kodad, Telangana 508206	Express	
23.	Connplex Bettiah Address: Ground Floor, 01, M and G Multiplex, Sant Kabir Road, Kargahiya Pachhim Champaran, Bettiah, Bihar 845438	Signature	



24	<p>Connplex Bilaspur</p> <p>Address: Fourth Floor, 01, Shree Krishna Central Mall, Shrikant Verma Marg, Rama Valley, Bilaspur, Chhatisgarh 495001</p>	Signature	
25	<p>Connplex Vadodara</p> <p>Address: 2<sup>nd</sup> Floor, GJ central, City Survey No. 2254/1, Opp. Express Hotel, Alkapuri Road, Alkapuri, Vadodara, Gujarat - 390007</p>	Luxuriance	

## **SWOT ANALYSIS OF OUR COMPANY**

### **Strengths:**

1. Dynamic and Revolutionary franchise model of cinema business to expand the scope of Out of Home Entertainment with adaptability and market fit model throughout India.
2. The prime advantage of the business model is such that collection of cinema tickets as well as food and beverage (F&B), or other services, is directly deposited into the company's bank account both digital payments and cash transactions.
3. With less investments and good returns Connplex cinemas to reach out the large population by developing small cinemas where the investors having reasonable size of investments can earned adequate return.
4. Efficient use of minimal space to create cinema model with Most comfortable seating, with technologies offering a premium cinematic experience in urban and rural towns of India.
5. Ability to offer a cinema experience at significantly lower investment compared to traditional cinemas.
6. Unparallel offers with Discounts on ticketing and food & beverages through our Ticketing Website and Apps, along with third party ticketing platforms like Book My Show.
7. Trained franchisees and local teams to maintain high standard of Brand to maintain Cleanliness and hygiene to maintained Cinemas.
8. Unique way of making cinemas in reasonable time by experienced teams.
9. Experienced promoters having proved their abilities by increasing the number of screens upto 66 in number as on March 31, 2025.

### **Weaknesses:**

1. Heavy reliance on the regular release of high-grossing Bollywood and regional films to maintain box office revenue.
2. The number of quality movies released each month directly affects cinema performance and customer footfall.
3. Difficulty in identifying and onboarding the right franchisee for optimal location performance.
4. Cinema success is vulnerable to external movie industry trends, impacting occupancy during low-quality film seasons
5. Dependency on producers and directors for big-budget, quality/ mass entertainer movies poses risks when content is not frequently available.

### **Opportunities:**

1. Expansion potential by opening small cinemas in multiple untapped locations across the country and outside India.
2. Revenue growth from franchise fees, ticket sales, F&B, and advertising as more locations and screens are added.
3. Capitalizing on big star releases and popular directors' movies each quarter to drive higher footfalls.
4. Tapping into niche markets with movies in special categories and regional languages, attracting a diverse audience. Launch exclusive movie premieres, generating buzz and attracting high-value patrons at new cinemas. Corporate bulk bookings and small gathering events like birthday parties, anniversaries, etc.

## Threats

1. A limited number of popular movies in a month could negatively affect attendance and revenue from key locations.
2. External factors like riots, pandemics, or local disruptions can impact cinema operations and occupancy significantly.
3. Lower occupancy on weekdays poses challenges, particularly when the movie lineup lacks popular or big releases.
4. Dependency on external content sources makes the cinema vulnerable to fluctuations in movie quality and availability.
5. Unpredictable external conditions like a pandemic or political unrest could severely disrupt cinema revenue and operations.
6. Delay in starting cinemas on time due to delay in approvals of cinema license.
7. If the consumer behavior changes and they prefer to wait for the small banner movies to come on OTT after 1-2 months of theatrical release and they start watching small movies over OTT.

**Entertainment Tax:** Currently, we are not required to pay any Entertainment Tax, nor do we have any exemptions in this regard, as no such laws are in place. However, if any such laws are introduced in the future, the responsibility for managing them will lie with the franchise owners.

**Ticket Pricing:** The average ticket price at CONNPLEX Cinemas is ₹248/-, though this can vary from one cinema to another due to several factors, including competition, city location, and the spending power of the local population.

- **Cinema-to-Cinema Variation:** Prices may differ between premium and non-premium locations, reflecting the market dynamics of each area.
- **Impact of Competition:** In cities with multiple cinema chains, ticket prices will be adjusted in response to what competitors are offering, ensuring we remain present in the market.
- **City-Based Variation & Spending Power:** Ticket pricing also varies across Tier 1, Tier 2, Tier 3 and Tier 4 cities, depending on the local spending power and demographic factors of each city.

**Selection of Franchise owner:** The franchise owners are selected keeping in mind the below mentioned points:

- We carefully assess franchisees who are financially prepared for the challenges ahead. This includes having a strong net worth and sufficient funds to cover initial costs, build the cinema, and ensure smooth operations.
- We're looking for franchisees who have a clear understanding of our payout mechanism and business model.
- While franchisees are expected to manage daily operations and deliver an exceptional customer experience, we provide comprehensive training to support their success.
- We seek franchisees who are committed to creating a branded, welcoming environment where guests feel valued each time they visit. This, in turn, helps elevate the Connplex brand across various states and regions.
- Knowledge of the local community, including city, town, or district specifics, is crucial. We want franchisees who can identify the best locations for cinemas that will thrive in their unique market.
- Understanding local tastes, preferences, and cultural nuances is key to ensuring the cinema's success.
- We want franchisees we can trust to represent the Connplex brand with integrity and professionalism.
- We value franchisees who can adapt to market changes and remain resilient, continuously pushing forward even in challenging times.

**Standard Operating Procedure for Cinemas:** A Standard Operating Procedure (SOP) helps to ensure that all operations, from box office to food & beverage services, are carried out consistently, efficiently, and according to company standards. Below is a detailed SOP for different operations within CONNPLEX Cinemas, covering the main departments like Operations, Box Office, Food & Beverage - Cafe, Food & Beverage Store, Housekeeping, and Security:

### Operations Department SOP

**Objective:** To ensure smooth day-to-day operations of the cinema, ensuring customer satisfaction and efficient management of all internal functions.

**Key Procedures:** Opening and Closing Procedures:

- **Opening:** The cinema must be opened at least 2 hours before the first showtime. All screens, restrooms, and public areas should be inspected for cleanliness.
- **Closing:** All areas should be checked for cleanliness, equipment turned off, and security systems set up.
- **Show Schedules:** Ensure that all movie schedules are updated in the system and displayed correctly both online and at the box office. Coordinate with the marketing team to ensure all promotions are applied correctly.
- **Customer Handling:** Greet guests with a positive attitude and assist them in choosing movies or resolving complaints. Keep communication clear, whether for ticket issues, concessions, or any other customer-related queries.

### **Box Office Department SOP**

*Objective:* To provide efficient and accurate ticket sales while ensuring that the system runs smoothly.

*Key Procedures:* Ticket Sales:

- *Manual Sales:* Staff are trained to sell tickets manually when the system fails. Always check for available seats and prices.
- *Online Booking:* Ensure the online system reflects the real-time availability of seats and discounts.
- *Payment Handling:* Cash, card, and other digital payments should be handled in accordance with the financial guidelines.
- Always verify card payments with the proper identification.
- *Ticket Verification:* Upon customer entry, tickets should be verified by scanning.
- *Refund and Exchanges:* Process refunds as per the cinema's refund policy. Any exchanges or cancellations should be handled following the guidelines outlined by management.
- *Record Keeping:* Maintain records of ticket sales, refunds, and any discrepancies. Reports should be submitted daily to the General Manager.

### **Food & Beverage – Cafe SOP**

*Objective:* To ensure that customers are served quality food and drinks, providing an enjoyable café experience.

*Key Procedures:*

- *Menu Management:* Ensure the menu is always up-to-date, reflecting the current items and prices. Promotions or seasonal items should be prominently displayed.
- *Food Preparation:* All food items must be prepared as per the quality standards set by CONNPLEX. Ensure hygiene and safety guidelines are strictly followed in food prep. cooking times, temperatures, and storage guidelines must be adhered to for all items.
- *Customer Service:* Train staff to be courteous, efficient, and quick while taking orders, serving food, and handling payments. Ensure that the café area is clean and comfortable for guests.
- *Inventory Management:* Regular stocktaking should be done. Inventory should be updated weekly to avoid shortages. Maintain proper storage and labeling for all ingredients.
- *Cleaning Protocol:* Wipe down counters, tables, and equipment at least every hour. Trash must be emptied regularly, and any spills or stains should be cleaned immediately.

### **Food & Beverage – Store SOP**

*Objective:* To efficiently manage the sales of snacks, beverages, and other food items in the store, ensuring quality and prompt service.

*Key Procedures:*

- *Product Display:* Ensure that all products are organized, clean, and accessible to customers. Promotional items should be highlighted, and clear signage should be placed for easy navigation.
- *Customer Interaction:* Sales staff must greet customers, help with product choices, and make recommendations for combos or best-sellers. Transactions must be processed quickly, and customers should be encouraged to make purchases efficiently.
- *Stock Handling:* Regularly check stock levels and replenish products as needed. Ensure products are within expiry dates. Any expired products should be removed immediately.
- *Hygiene and Cleanliness:* Ensure that the store is clean, and the shelves are organized. Regularly wipe down high-touch areas, such as counters, trays, and drink dispensers.

### **Housekeeping Department SOP**

*Objective:* To maintain cleanliness and hygiene standards across all areas of the cinema.

*Key Procedures:*

- *Daily Cleaning:* Clean all public areas such as the lobby, restrooms, hallways, and seating areas at least twice a day. Trash bins should be emptied regularly, especially before and after shows.
- *Cleaning of Screens:* Each screen should be cleaned thoroughly after every show, with the seats and aisles checked for spills or trash. Ensure the floor is free from debris, and that the projector room is clean and free from dust.
- *Restroom Maintenance:* Restrooms should be cleaned and sanitized every 2 hours, ensuring there is always soap, toilet paper, and hand dryers available.
- *Deep Cleaning:* Once a week, perform a deep cleaning in all areas, focusing on corners, windows, and high-touch surfaces.
- *Reporting Issues:* Any maintenance issues (broken lights, clogged toilets, etc.) must be reported immediately to the maintenance team for prompt resolution.

## Security Department SOP

**Objective:** To ensure the safety and security of customers, staff, and the premises.

**Key Procedures:**

- **Security Checkpoints:** Perform regular rounds throughout the cinema, especially before opening and after closing. Ensure exits are secured, and no unauthorized individuals are on the premises. All bags and packages should be inspected upon entry to ensure safety.
- **Surveillance Monitoring:** Continuously monitor the CCTV cameras to ensure no suspicious activities occur. Any unusual activity should be reported immediately to the management team for investigation.
- **Emergency Protocols:** Staff should be trained to handle emergencies such as fire, medical issues, or evacuations. Emergency exits should always be clearly marked and accessible.
- **Conflict Resolution:** Security personnel should be trained in conflict management. Any altercations must be handled with professionalism, ensuring minimal disruption to the cinema experience.
- **Incident Reporting:** Any incidents such as accidents, theft, or customer disputes must be logged with detailed reports and followed up as required.

These Standard Operating Procedures for the CONNPLEX Cinemas departments—Operations, Box Office, Food & Beverage (Café and Store), Housekeeping, and Security—are crucial to ensuring smooth cinema operations and a high level of customer satisfaction. The procedures ensure consistency, safety, and efficiency, aligning with company standards.

## OUR CLIENT BASE

The viewer base in the cinema industry is diverse and multifaceted, encompassing various segments that contribute to the overall ecosystem. Film audiences represent a broad demographic, varying by age, gender, location, and cultural background, which influences content and marketing strategies. These audiences have distinct viewing preferences for genres, formats, and platforms, shaping the production and distribution of films. Production houses/companies, including major studios and independent filmmakers, play a crucial role in creating content, often targeting specific audience niches or high-budget film franchises.

Distributors, both major and independent, are vital for releasing and marketing films, negotiating theater placements, and managing promotional efforts. Advertisers and sponsors often partner with films for promotional opportunities, leveraging cinema as a platform to reach targeted audiences through product placements and co-branding strategies.

## OUR REVENUE DISTRIBUTION

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Sales Ticket	3,497.50	2,631.22	1,306.73
Sales F&B	365.54	379.00	403.09
Screening Charges	4.37	27.78	23.89
Income from setting up cinema	4,895.89	2,719.05	725.14
3D Glasses Sale	32.29	16.81	6.42
Space Rental	12.66	12.03	9.25
Design Income	12.00	0.00	1.50
<b>Total sale of products</b>	<b>8,820.25</b>	<b>5785.89</b>	<b>2476.02</b>
Advertisement Revenue	134.51	69.28	13.01
Revenue Share-Income	245.13	79.26	32.62
VPF Revenue Share	115.16	42.75	15.26
Income from Sublease cinema properties	284.07	137.41	0.00
<b>Total -Other operating revenue</b>	<b>778.88</b>	<b>328.70</b>	<b>60.89</b>
Less: Branch transfer	(38.17)	(84.85)	0.00
<b>Total Revenue from operations</b>	<b>9,560.96</b>	<b>6029.74</b>	<b>2536.91</b>

## OUR LOCATION

<b>Registered Office</b>	Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059.
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## **PLANT & MACHINERY**

Plant & Machinery in a cinema industry include, among others, projection equipment (including projection screens, sound equipment etc.), concession equipment (for food and beverages business), auditorium seats, HVAC items (air-conditioning equipment) and IT equipment (computer hardware and software).

Our company has acquired a total of 46 owned projectors and 1 LED screen, alongside 14 projectors obtained through a hire purchase arrangement, and 08 projectors on a rental basis. There is no conflict of interest in relation to the machinery being leased by the company. The leasing of equipment is in line with our operational strategy and has been undertaken to ensure flexibility and cost-effectiveness in meeting our technological requirements. The arrangements have been carefully structured to avoid any conflicts, allowing the company to maintain smooth operations without compromising on financial or operational interests.

## **CAPACITY UTILIZATION**

Our Company being in the service industry, installed capacity and capacity utilization is not applicable to us.

## **COLLABORATIONS/ TIE – UPS/ JOINT VENTURES**

Except as disclosed in this Red Herring Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date of Red Herring Prospectus.

## **EXPORT AND EXPORT OBLIGATION**

Our company does not have any export and export obligation as on the date of Red Herring Prospectus.

## **OUR GEOGRAPHICAL DISTRIBUTION**

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Andhra Pradesh	105.00	-	-
Gujarat	4810.50	3361.80	1643.50
Bihar	2105.83	1670.92	380.99
Maharashtra	818.24	628.87	314.62
Rajasthan	184.86	100.18	18.66
Himachal Pradesh	-	51.76	63.03
Haryana	8.48	-	-
Telangana	149.04	38.29	96.44
Delhi	-	-	19.67
Chhattisgarh	631.99	-	-
Punjab	100.00	-	-
Odisha	211.79	177.91	-
Karnataka	25.42	-	-
Madhya Pradesh	16.95	-	-
Uttar Pradesh	392.86	-	-
<b>TOTAL</b>	<b>9560.96</b>	<b>6029.74</b>	<b>2536.91</b>

*Note: As on March 31, 2025, we are currently operating 66 screens in 07 states and there is revenue from making of cinema theatres in other states which are currently in the process of setting up.*

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

Our present registered office is situated at Ahmedabad and all operational cinemas are located at various cities of India, which are owned by franchisee's. Our cinemas are equipped with projectors, computer systems, servers, relevant sound, surveillance systems, fire systems and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

**Power:** Our Company requires power for the normal requirement of the Office and cinemas for lighting, systems etc. Adequate power is available which is met through the state electric supply in respective states.





**Water:** Water is required for human consumption at office and cinema and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

## **HUMAN RESOURCES**

Our Company believes that our employees are vital to our success in the cinema industry, and our ability to maintain growth relies heavily on our strength in attracting, training, motivating, and retaining top talent. We prioritize bringing in the best possible employees by looking for specific skill sets, interests, and backgrounds that complement our unique business needs.

In the fast-paced world of cinema, we place a strong emphasis on providing ongoing training opportunities to enhance the skills of our staff, from front-of-house personnel to technical teams. This commitment to continuous development fosters a culture of growth and innovation. Additionally, our focus on employee engagement is crucial for maintaining a positive and productive work environment, ensuring that our workforce remains motivated and dedicated to delivering exceptional experiences for our audiences.

As on June 30, 2025 our Company has 96 employees on payroll including KMP. Bifurcation is as follows:

<b>Department</b>	<b>Number of Employees</b>
Management/KMP	04
Operation & Maintenance	50
Sales & Administration	12
Finance & Accounts	08
Project Management	22
<b>Total</b>	<b>96</b>

Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## **SALES AND MARKETING**

Our success in the cinema industry lies in the strength of our relationships with our audience, who have been loyal to our Company for years. Our team, with their experience and strong rapport with customers, plays an instrumental role in delivering timely and service, which helps create and expand our brand's presence in the market. Our strategies are carefully designed to effectively promote our offerings, engage with our viewers, and strengthen our brand identity.

We develop and implement strategic plans to identify and pursue new business opportunities across various segments of the cinema landscape. This includes targeting key demographics such as families, young adults, and corporate clients, tailoring our approach to meet their specific entertainment needs through various platforms like Connplex website & Apps, News Paper Advertisements, Hoardings, social media applications and many other platforms promoting Connplex cinemas franchisee opportunities for investors and new release Movies, F&B Offers, discounts etc for viewers.

At Connplex Cinemas Limited, our marketing strategy is built on the foundation of creating meaningful, lasting connections with our audience. We understand that in today's cinema landscape, it's not just about showing great films; it's about delivering an experience that keeps people coming back. Our marketing efforts are focused on reaching diverse groups of people, engaging them where they are, and offering something uniquely special.

• **Building Relationships with Our Audience:** We take great pride in our relationship with our customers. Our team is dedicated to making every interaction count—whether it's a friendly chat at the concession stand or providing a seamless booking experience online. By offering personalized service and paying attention to the little details, we've created a loyal customer base that trusts us to deliver a consistently good experience. This customer-first approach has been key to our success in a crowded market.

• **Reaching Diverse Audiences with Tailored Campaigns:** We know that different people come to the cinema for different reasons. That's why we target a variety of audience segments, including families, young adults, and corporate clients. Each group has unique needs, and by understanding these needs, we are able to craft marketing campaigns that resonate with them on a personal level—whether it's a family-friendly film, a weekend movie outing for friends, or a special corporate screening event. This tailored approach helps us connect with a wide range of people.

• **Connecting Across Digital Platforms:** In today's digital world, it's essential to meet our audience where they are. We use a range of online platforms, from our website and apps to social media channels like social media applications, to engage with our



customers. Whether we're promoting the latest movie release, offering a special discount, or announcing a limited-time food deal, these digital platforms allow us to reach and engage with our audience in a way that's both personal and far-reaching. This not only drives awareness but also builds excitement around the Connplex brand.

• **A Clear Brand Identity and Value Proposition:** We believe in delivering more than just a movie experience. Our marketing focuses on showcasing what makes Connplex Cinemas unique—whether it's our comfortable, proper facilities, exceptional customer service, or our wide variety of movie choices.

• **Collaborations and Strategic Partnerships:** We also understand the importance of working together with others in the industry. Connplex Cinemas is always looking for opportunities to collaborate with like-minded brands, local businesses, and corporate partners. These partnerships not only enhance our visibility but also create new ways for customers to engage with us, from special promotions to cross-marketing efforts that introduce us to new audiences.

We are committed to enhancing our brand presence in the cinema industry. Our marketing strategy focuses on articulating our unique value proposition, showcasing our cinematic offerings and experiences, and positioning our Company as a leader in delivering exceptional entertainment solutions.

## **INFORMATION TECHNOLOGY**

Our company employs a range of IT systems to ensure efficient management and smooth operations across its cinema network. One of the core systems is the integrated movie programming and scheduling platform, which allows for seamless coordination of movie screenings across multiple screens. This system is highly flexible, capable of adapting to last-minute changes in movie lineups, special screenings, and promotional events, ensuring minimal errors and maximum operational efficiency.

The company also utilizes an “box office and ticketing management system” that integrates both online and on-site sales channels. This platform enables real-time ticket booking, seat reservations, and secure payment processing through various mediums, such as websites, mobile apps, and self-service kiosks. It also supports dynamic pricing models and promotional offers, contributing to better revenue management and customer satisfaction.

By leveraging these IT systems, Connplex Cinemas Limited not only optimizes its operational performance but also delivers an movie-going experience for its customers. The integration of these systems enables the company to maintain high service standards, ensure security, and drive business growth.

## **COMPETITION**

Competition is a significant factor that impacts our business in the cinema industry. Our Company operates in a dynamic and rapidly evolving landscape, where competition is driven by changing consumer preferences, technological advancements, and the emergence of new entertainment platforms. Our strategy is designed to leverage our strengths while addressing the challenges posed by competitors.

We navigate this landscape by capitalizing on our unique offerings, embracing innovation, and maintaining a customer-centric approach. Our commitment to delivering exceptional cinematic experiences, fostering community engagement, and adapting to industry trends ensures that we remain ahead and continue to drive growth in the cinema sector.

## **INSURANCE**

The Details of Insurance taken by our Company is as follows:

S. No.	Description	Vehicle Registration No,	Policy Number	Issuing Company	Vehicle IDV	Premium	Date of Expiry
1	Reliance Private Car Package Policy	GJ-27-BE-7438	160522523110 000595	Reliance General Insurance company limited	15,00,000/-	18,023/-	January 28, 2026
2	Private car Comprehensive policy	GJ-24-AA-9966	2302 2062 5769 5501 000	HDFC ERGO General Insurance Company Limited	1,04,9894/-	18,619/-	March 27, 2026
3	Private Car Package Policy	GJ- 06- LK- 0276	6202759037 01 00	Tata AIG General Insurance Company	4,53,150/-	15,958/-	April 04, 2026

				Limited			
4	Private Car Package Policy	GJ -01-HW-2827	6202534190 01 00	Tata AIG General Insurance Company Limited	3,95,10 5/-	14,283/-	February 28,2026
5	Motor Private Car Package Policy	GJ-01-RB-6934	3362/0403287 7/000/00	Cholamandalam MS General Insurance Company Limited	10,04,5 98/-	28,092/-	July 02, 2026
6	Standalone Own Damage Private car policy	GJ-01-WJ-5944	620454266900 00	Tata AIG General Insurance Company Limited	12,60,0 00/-	39,571/-	April 04,2026
7	Car Secure-OD Only certificate cum Policy Schedule	GJ- 06 -PL 9966	5387324200	Zurich Kotak General Insurance(India) Limited	13,30,0 00/-	26,878/-	January 17,2026
8	Vehicle Insurance-SWIFT	GJ -01- RJ -7861	6203220145 00 00	Tata Aig General Insurance Company Limited	2,84,00 0	7,832	August 02, 2025
9	Standalone Own Damage Private car policy	GJ-01-WR-2728	620458749500 00	Tata AIG General Insurance Company Limited	16,20,0 00/-	77,524/-	April 04, 2026
10	Private Car Package Policy	GJ-01-RL-1996	D168947203/1 0102024	Go Digit General Insurance Limited	6,00,00 0/-	17,340/-	October 18, 2025

Our company has taken out insurance coverage exclusively for its vehicles to protect them against risks such as accidents, theft, and damage. Insurance for projectors and LED equipment is not provided by the company directly. Instead, the responsibility for ensuring these assets lies with the franchisees. Each franchisee is required to secure their own insurance coverage for projectors, LEDs, and any other equipment they operate, ensuring that all assets are adequately protected.


(Amount in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Assets Insured	135.82	63.23	65.41
Tangible Asset	1021.38	907.03	743.65
Insurance coverage as a % of Tangible asset	13.30%	6.97%	8.80%

## PROPERTY

### Intellectual Property

Trademarks / Copyrights registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Application number	Owner	Authority	Validity	Current Status
1.	Device “CONNPLEX CONNFLIX” 	41	4220820	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From June 29, 2019 to June 29, 2029	Registered
2.	Word “CONNPLEX SMART THEATRES”	41	5630640	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From September 29, 2022 to September 29, 2032	Registered
3.	Word “CONNPLEX SMARTPLEX”	41	5630641	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From September 29, 2022 to September 29, 2032	Registered
4.	Word	41	5630642	M/s. VCS	Trade Mark	From	Registered

	"CONNPLEX SMART MINIPLEX"			Industries Limited	Registry, Ahmedabad	September 29, 2022 to September 29, 2032	
5.	<b>Word</b> "CONNPLEX"	41	5805528	M/s. CONNPLEX CINEMAS LIMITED	Trade Mark Registry, Ahmedabad	From February 13, 2023 to February 13, 2033	Registered
6.	<b>Device</b> "CONNPLEX LUXURIANCE" 	41	6147124	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
7.	<b>Word</b> "INDIA KaApna Smart Cinema - INDIA KaApna Smart Theatre"	41	5750996	M/s. CONNPLEX CINEMAS LIMITED	Trade Mark Registry, Ahmedabad	January 04, 2023	Refused
8.	<b>Word</b> "CONNPLEX"	29	6147121	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
9.	<b>Word</b> "CONNPLEX"	30	6147122	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
10.	<b>Word</b> "CONNPLEX"	43	6147123	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
11.	<b>Word</b> "Connplex Cinemas"	41	6446608	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	May 23, 2024	Formalities Check pass
12.	<b>Device</b> "CONNPLEX CINEMAS (LAYOUT)" 	41	7008656	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
13.	<b>Device</b> "CONNPLEX CINEMAS (LAYOUT)" 	41	7008657	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
14.	<b>Device</b> "CONNPLEX CINEMAS (LAYOUT)" 	41	7008658	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass

15.	Device “CONNPLEX CINEMAS (LAYOUT)” 	41	7008660	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
16.	Word “GAMEPLEX”	9	7031497	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
17.	Word “HOMEPLEX”	41	7031498	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
18.	Word “GAMEPLEX”	28	7031499	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
19.	Word “HOMEPLEX”	35	7031500	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
20.	Word “GAMEPLEX”	35	7031501	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
21.	Word “GAMEPLEX”	41	7031502	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
22.	Word “HOMEPLEX”	20	7031503	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
23.	Word “GAMEPLEX”	42	7031504	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
24.	Device “CP” 	41	7097663	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
25.	Device “Connplex Cinemas” 	41	7097662	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
26.	Device “Connplex Cinemas” 	41	7097664	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
27.	Word “CONNPLEX CINEMAS EXPRESS”	41	7097661	M/s. Connplex Cinemas	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass



				Limited			
28.	<b>Word “CONNPLEX CINEMAS SIGNATURE”</b>	41	7097660	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
29.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Registratio n Number: A- 147989/20 23  Diary Number: 4780/2023 -CO/A	M/s. VCS Industries Limited	Copyright Office, Government of India	September 22, 2023	Registered
30.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Diary Number: 4782/2023 -CO/L	M/s. VCS Industries Limited	Copyright Office, Government of India	February 22, 2023	Re-Scrutiny
31.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Diary Number: 2679/2023 -CO/L	M/s. VCS Industries Limited	Copyright Office, Government of India	January 30, 2023	Pending for Hearing
32.	Title of Invention” AN ACTIVE LED/ LED SCREEN INTEGRATED WITH NON-DCI SERVERS”	--	Applicatio n Number: 20252104 5171	M/s. Connplex Cinemas Limited	Office of the Controller General of Patents, Designs & Trademarks, India	Date of Filing: May 09, 2025 Date of Publication: May 30, 2025	--

#### Domain Name

S. No	Domain Name and ID	Registry Domain ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	www.theconnplex.com	GoDaddy.com, LLC	2421793129_DOMAIN_COM-VRSN IANA ID-146	August 10, 2019	August 10, 2030

#### IMMOVABLE PROPERTY

Details of our properties are as follows: -

#### Properties owned/Leased by the Company

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
1	1St Floor, 102, Hathua House, Kadamkuan, Pirmuhani, Patna, Bihar, 800003	Bihar	Bihar State Office – For GST Registration		MV Brothers *	*Rent Agreement was duly executed on January 08, 2025 for period commencing from June 01, 2024 till May 31, 2025 on a monthly rent of ₹6,500/-.
2	Fourth Floor, 01, J D Mall, SP Verma Road, Lodipur, Patna, Bihar, 800001		Franchise Operated	NA	NA	NA

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
3	Third Floor, Piller Number 29, B S Complex, Raja Bazar Pul, Samanpura, Patna, Bihar, 800014		Franchise Operated	NA	NA	NA
4	Second And Third Floor, 1, S R Arcade, Near Mahavir Cancer Sansthan, Phulwari Sharif, Patna, Bihar, 801505		Franchise Operated	NA	NA	NA
5	4Th Floor, 3Rd Floor, Ipg Mall, Nh 131A, Connplex Smart Theatre, Near Dalan Chawk, Rampur, Katihar, Bihar, 854115		Franchise Operated	NA	NA	NA
6	Third And Forth Floor, 3 - 4, Chandrika Tower, Sh 47, Laxmi Medical Hall, Gosain Chhapra, Siwan, Siwan, Bihar, 841227		Franchise Operated	NA	NA	NA
7	Fourth Floor, Old Holding No. 61,62/61, Hl Tower, Ram Ratan Lane, New Bank Colony, Bhagalpur, Bihar, 812001		Franchise Operated	NA	NA	NA
8	Ground Floor, 01, Natraj Picture Palace, Nardiganj Road, Mahavir Coaching Centre, New Area, Nawada, Nawada, Bihar, 805110		Franchise Operated	NA	NA	NA
9	Ground Floor, Khata - 1104, Ward No. 61, Khesra No. 860 Opp. Kiran Automobiles, Kamaldah Path, Ranipur, Patna, Patna, Bihar, 800007		Franchise Operated	NA	NA	NA
10	Ground Floor, 01, M and G Multiplex ( Rai Enterprises ), Sant Kabir Road, Kargahiya Pachhim Banu Chappra Pachhim Champaran, Bettiah, Pashchim Champaran, Bihar, 845438		Franchise Operated	NA	NA	NA
11	Third Floor, Ward No. 48, KGP Complex, Circle Bankipur, Bikana Pahari, Bari Path, Shareef Colony, Bankipur, Patna, Patna, Bihar, 800006		Franchise Operated	NA	NA	NA

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
12.	First & Second Floor, Plot No. 1377 & 1379, Nutan Complex, Beside Nutan Tower,, Kankarbagh Main Road, Patna, Patna, Bihar, 800001		Franchisee Operated	NA	NA	NA
13.	3rd Floor, Mahaseth Complex, Khesra No. 565, Opposite Suri High School, Madhubani, Bihar - 847211		Franchise Operated	NA	NA	NA
14.	Second Floor, Survey Plot No. 99 & 102,, Vijay Heights,, Opp. Prema Kia,, Dasrath, Sipara, Patna, Patna, Bihar, 800002		Franchise Operated	NA	NA	NA
15.	Plot Number-97, V-24, Qube, Balco Times, Transport Nagar, Korba, Chhattisgarh, 495677	Chhattisgarh	Virtual Office for GST Registration		Mrs. Anju Jain	Leave and License Agreement was made and executed on March 23, 2025, with a license consideration of Rs. 1000/- per month. The term of the tenancy under this agreement is fixed for duration of eleven (11) months twenty nine (29) days, commencing from February 27, 2025.
16.	Shri Krishna Plaza, Shrikant Verma Marg, 4 <sup>th</sup> Floor, Bilaspur-495001, Chhattisgarh		Franchise Operated	NA	NA	NA
17.	Gf, B/97, Anand Vihar, Shahdara, Delhi, South East , Delhi, 110092	Delhi	Virtual Office for GST Registration	Consent/NOC	Consent/ NOC From Om dutt	premise is used by the company named "VCS Industries limited" as its registered office
18.	10th Floor, C-1001, 1002, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059	Gujarat	Registered Office	August 07, 2024	Dreamland Infratech Private Limited	Leave and License Agreement was made and executed on August 07, 2024. The agreement specifies the following license considerations: 1. ₹130,356/- per month for the first three years. 2. ₹149,910/- per month for the subsequent three years. 3. ₹172,397/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on December 31, 2032.
19.	10th Floor, C-1003, 1004, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059		Registered Office	August 07, 2024	Dreamland Infratech Private Limited	This Leave and License Agreement was made and executed on August 07, 2024. The agreement specifies the following license considerations: 1. ₹130,356/- per month for the first three years. 2. ₹149,910/- per month for the subsequent three years.

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
						3.₹172,397/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on December 31, 2032.
20.	10th Floor, C-1005, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059			December 04, 2024	Mrs. Kajalben Priyankbhai Prajapati	This Leave and License Agreement was made and executed on December 04, 2024. The agreement specifies the following license considerations: 1.₹64,311/- per month for the first three years. 2.₹73,958/- per month for the subsequent three years. 3.₹85,052/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on October 31, 2033.
21.	10th Floor, C-1006, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059			August 07, 2024	Dreamland Infratech Private Limited	This Leave and License Agreement was made and executed on August 07, 2024. The agreement specifies the following license considerations: 1.₹52,020/- per month for the first three years. 2.₹59,823/- per month for the subsequent three years. 3.₹68,796/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on December 31, 2032.
22.	10th Floor, C-1007, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059			August 07, 2024	Dreamland Infratech Private Limited	This Leave and License Agreement was made and executed on August 07, 2024. The agreement specifies the following license considerations: 1.₹52,020/- per month for the first three years. 2.₹59,823/- per month for the subsequent three years. 3.₹68,796/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on December 31, 2032.
23.	10th Floor, C-1008, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-			August 07, 2024	Dreamland Infratech Private Limited	This Leave and License Agreement was made and executed on August 07, 2024. The agreement specifies the following license considerations: 1.₹64,311/- per month for the first three years.

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
	380059					2. ₹73,958/- per month for the subsequent three years. 3. ₹85,052/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from November 1, 2024, and concluding on December 31, 2032.
24.	Second Floor, 201, 202, 203, 204, Turquoise 3, South Bopal Road, Bopal, Ahmedabad, Gujarat, 380057		Franchise Operated	NA	NA	NA
25.	Fourth Floor, 2, 3, Campus Corner 2, 100 Feet Road, Prahlad Nagar, Ahmedabad, Gujarat, 380015		Franchise Operated	NA	NA	NA
26.	Grouind Floor, S N0.30/P1/P1/P2, Ashapura Entertainment LLP, Rajpar Road, Rajpar, Dhrangadhra, Surendranagar, Gujarat, 363310		Franchise Operated	NA	NA	NA
27.	First Floor, B-110, Trogan Two, Radhanpur Bypass Road, Panchot Village, Mahesana, Gujarat, 384002		Franchise Operated- Premises Sub Leased by Connplex to Franchise	NA	NA	NA
28.	First Floor, Shop No. 101 To 108, Anam 1, Mangaldas Road, Bosch India Ltd Sales And Marketing Ahmedabad, Ambavadi, Ahmedabad, Gujarat, 380006		Franchise Operated	NA	NA	NA
29.	Second Floor, Shop No. 201 To 203, Shilp Epitome, Raj Path Club Road, Table Tales, Bodakdev, Ah Medabad, Ahmedabad, Gujarat, 380054		Franchise Operated – Premises Sub Leased by Connplex to Franchise	August 14, 2023	(1) Khushbu Dipakbhai Barot, (PAN No. ANVPB 1160E)	This Leave and License Agreement was made and executed on August 14, 2023. The agreement specifies the following license considerations: 1. ₹6,27,760/- per month for the first year. 2. ₹ 6,27,760/- per month for Second years. 3. ₹ 6,27,760/- per month for the final year. The term of tenancy under this agreement is fixed for duration of Three (3) year, commencing from June 15, 2023.
30	Second Floor, Shop No. 204, Shilp Epitome, Raj Path Club Road, Table Tales, Bodakdev, Ah Medabad, Ahmedabad, Gujarat, 380054		Franchise Operated – Premises Sub Leased by Connplex to Franchise	July 26, 2023	(1) Deenal Parth Modi, (PAN No. DGEPM 1009Q) (2) Modi	This Leave and License Agreement was made and executed on July 26, 2023. The agreement specifies the following license considerations: 1. ₹1,68,420/- per month for the first three years. 2. ₹1,93,683/- per month for the subsequent three years. 3. ₹2,03,367/- per month for the final three



S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
					Parth Ashokbha, (PAN No. APJPM9755L)	years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from June 15, 2023.
31	Second Floor, Shop No. 205 To 207, Shilp The Address, Sardar Patel Ring Road, Crimson & Clover, Shilaj, Ahmedabad, Gujarat, 380059		Franchise Operated – Premises Sub Leased by Connplex to Franchise	September 05, 2023	Shilp Enterprise LLP	This Leave and License Agreement was made and executed on September 05, 2023. The agreement specifies the following license considerations: 1. ₹5,32,012/- per month for the first three years. 2. ₹6,11,814/- per month for the subsequent three years. 3. ₹7,03,586/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from August 01, 2023 to September 30, 2032
32	Third Floor, Shop No. 301 To 308 & 315 To 320, Shreeji Signature, Gandhinagar Bypass, Kameshwar International School, Sargasan, Gandhinagar, Gujarat, 382421		Franchise Operated – Premises Sub Leased by Connplex	August 11, 2023	Shreeji Infracon	This Leave and License Agreement was made and executed on August 11, 2023. The agreement specifies the following license considerations: 1. ₹4,01,634/- per month for the first three years. 2. ₹4,61,879/- per month for the subsequent three years. 3. ₹5,31,160/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from August 11, 2023
33.	First Floor, Shop No. 101 To 108, Link, Unnamed Road, Link, Gota, Ahmedabad, Gujarat, 382481		Franchise Operated – Premises Sub Leased by Connplex	February 09, 2024	M/s. Samsara Buildtech Private Limited - (PAN: AAVCS8336B)	This Leave and License Agreement was made and executed on February 09, 2024. The agreement specifies the following license considerations: Rs.4,99,768/- P.M. for the First Year Rs.5,24,756/- P.M for the Second Year Rs 5,50,994/- P.M for the Third Year .Rs.5,78,544/- P.M. for the Fourth Year Rs.6,07,471/- P.M for the Fifth Year .Rs.6,37,845/- P.M. for the Sixth Year Rs.6,69,737/- P.M. for the Seventh Rs.7,03,224/- P.M. for the Eighth Year Rs.7,38,385/- P.M for the Ninth Year. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from March 25, 2024
34.	Ground Floor, Shop No. 1, Navrang Park 2, 2Nd Ring Road, Rajkot Taluka Police Station, Rajkot, Gujarat, 360005		Franchise Operated	NA	NA	NA

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
35.	First Floor, A - 102, Master Avenue, Sarkhej Gandhi Nagar Road, Veena Farm 2, Gandhinagar, Gujarat, 382421		Franchise Operated	NA	NA	NA
36.	2 <sup>nd</sup> Floor, GJ Central, City Survey No. 2254/1, Opp. Express Hotel, Alkapuri Road, Alkapuri Vadodara, Gujarat-390007		Franchise Operated Premises Sub Leased by Connplex	August 01, 2024	M/s. GJ Buildcon LLP	This Leave and License Agreement was made and executed on August 01, 2024. The agreement specifies the following license considerations: Rs 5,72,400/- P.M. for the First Year Rs.6,01,020/- P.M for the Second Year Rs 6,31,071/- P.M for the Third Year .Rs.6,62,624/- P.M. for the Fourth Year Rs.6,95,755/- P.M for the Fifth Year .Rs.7,30,543/- P.M. for the Sixth Year Rs.7,67,070/- P.M. for the Seventh Rs. 8,04,424/- P.M. for the Eighth Year Rs.8,45,695/- P.M for the Ninth Year The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from August 01, 2024
37.	Second Floor, Plot Number 4, Minarch Tower, Arya Samaj Road, Sector 44, Gurugram, Haryana, 122003	Haryana	Virtual Office for GST Registration	July 15, 2024	Infrapro Space Private Limited*	*Leave and License Agreement was duly executed on July 15, 2024, stipulating a monthly license fee of Rs. 10000/- plus GST for the year. The tenancy under this agreement is fixed for a duration of eleven (11) Months, commencing from July 15, 2024
38.	Ghoomakad A Nomad OPC Pvt Ltd VPO Rakkar near Ghoomakad Chowk, ward no. 4, opposite Shiv Mandir Rakkar, Teh. Dharamshala, Dist. Kangra, Himachal Pradesh	Himachal Pradesh	Virtual Office for GST Registration	January 29, 2025	Ghoomakad A Nomad OPC Pvt Ltd	Leave and license Agreement was duly executed on January 29, 2025, stipulating a monthly license fee of Rs. 1000 P.M plus GST. The tenancy under this agreement is fixed for a 11 Months 29 days, commencing from January 29, 2025
39.	62/1, New No. 7, 1St Cross, 2Nd Main, Ganga Nagar, Bengaluru, Bengaluru Urban, Karnataka, 560032	Karnataka	Virtual Office for GST Registration	May 01, 2025	IBLUE ENTERTAINMENT*	*Leave and license agreement dated January 07, 2025 effective from May 02, 2023 till May 01, 2025 at a fees of Rs. 1000/-.
40.	305, 3rd Floor, Satguru Parinay, PU3, Scheme No. 54, A.B Road, Indore, Madhya Pradesh, 452010	Madhya Pradesh	Virtual Office for GST Registration	January 31, 2025	ADITED Marketing Communications LLP	Leave and license Agreement was duly executed on January 31, 2025, stipulating a monthly license fee of rs. 1000 P.M plus GST. The tenancy under this agreement is fixed for a 11 Months 29 days, commencing from January 31, 2025
41.	Ground, Workstar Co Working S.No. 16/6, Pinnac Apartment Erandwane Society, Erandwane Road, Pune, Maharashtra, 411004	Maharashtra	Virtual Office for GST Registration	March 27, 2025	Workstar Coworking	Leave and License Agreement was duly executed on March 27, 2025, stipulating a monthly license fee of Rs. 1250 P.M plus GST, The tenancy under this agreement is fixed for a duration of eleven (11) Months 29 days, commencing from March 09, 2025.

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
42.	Third Floor, 1, Premdan Chowk, Ahmednagar, Sawedi Nagar, Ahmednagar, Maharashtra, 414003		Franchise Operated	NA	NA	NA
43.	Second Floor, Malpani Multiplex Mall, College Road, Above Croma & Zudio, Opp. Shri Shantinath Jain Temple, Gunjawadi, Sangammer, Ahilyanagar, Maharashtra-422608		Company Operated _ Under Construction	January 07, 2025	M/s. Giriraj Enterprises	Lease Agreement was duly executed on January 07, 2025, stipulating a monthly license fee of Rs. 3,75,000 Per Month or Revenue share @ 5% on sale whichever is higher. The tenancy under this agreement is fixed for a duration of Nine (09) Year, commencing from January 07, 2025 to January 06, 2034.
44.	6Th Floor, Ou-618, Pl-6/3925. 7, 29, 30, 31/3808 Nexus Esplanade, Mancheswar, Bomikhal, Bhubaneswar, Khordha, Odisha, 751010	Odisha	Virtual Office for GST Registration	June 06, 2025	Exospace LLP	Leave and License Agreement was duly executed on June 06, 2025 stipulating a monthly license fee of Rs. 1333.33 P.M Plus GST, the tenancy under this agreement is fixed for a duration of eleven (11) Months 29 days, commencing from April 19, 2025
45.	Second Floor, Khata No. 28/969, Jk Plaza, Dongriguda Rd, Infront Of Reliance Trends, Shanti		Franchise Operated	NA	NA	NA
46.	First Floor, Ward 14, Utkal Centre Point, Chorda Bypass, Jajpur Road, Byasanagar, Jajpur, Odisha, 755020		Franchise Operated	NA	NA	NA
47.	1st Floor, Elysian Tower, Ludhiana Highway, Isher Nagar	Punjab	Company Operated – Cinema Under Construction	October 16, 2024	Elysian Group	Lease Deed was made and executed on October 16, 2024. The Deed specifies the following license rent: Rs 4,30,000/- P.M. for the First Year Rs.4,51,500/- P.M for the Second Year Rs. 4,74,075/- P.M for the Third Year .Rs.4,97,778/- P.M. for the Fourth Year Rs.5,22,667/- P.M for the Fifth Year .Rs.5,48,801/- P.M. for the Sixth Year Rs.5,76,241/- P.M. for the Seventh Rs. 6,05,053/- P.M. for the Eighth Year Rs.6,35,305/- P.M for the Ninth Year The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from August 01, 2024
48.	1-CIN, CINEWORLD THEATRE, Haribhau Upadhyay Nagar, Ajmer, Rajasthan, India - 305001	Rajasthan	Company Operated - Cinema Under Construction	November 26, 2024	Arihant Builddev Private Limited	This Lease Deed was made and executed on November 26, 2024. The Deed specifies the following Lease Rent: Rs 3,10,000/- P.M. for the First Year Rs.3,10,000/- P.M for the Second Year Rs 3,10,000/- P.M for the Third Year Rs.3,56,500/- P.M. for the Fourth Year Rs.3,56,500/- P.M for the Fifth Year .Rs.3,56,500/- P.M. for the Sixth Year Rs.4,09,975/- P.M. for the Seventh Rs. 4,09,975/- P.M. for the Eighth Year Rs.4,09,975/- P.M for the Ninth Year

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
						The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from August 01, 2024
49.	ConnplexBalotra, RAJ RESORT, Nakoda Rd, Near Rajendra Dham, Balotra, Nakoda,		Franchise Operated	NA	NA	NA
50.	8-2-630/B/B/1, Mount Banjara Complex, Road No. 12, Hyderabad, Telangana – 500034	Telangana	Virtual Office for GST Registration	March 20, 2025	Cabins 24/7 LLP	Leave and License Agreement was duly executed on March 20, 2025, stipulating a monthly license fee of Rs. 1000 P.M Plus GST.The tenancy under this agreement is fixed for a duration of eleven (11) Months 29 days, commencing from February 28, 2025 to February 26, 2026.
51.	2 <sup>nd</sup> Floor, GHR Honda Complex, Nayanagar Main road, Kodad-Telangana		Franchise Operated	NA	NA	NA
52.	Second Floor, Khasra No. 707, Raghunath Associates, Delhi Road, Charmi Village,Hapur, Uttar Pradesh, 245101	Uttar Pradesh	Company Operated – Cinema Under Construction	May 03, 2024	Raghunath Associates	This Leave and License Agreement was made and executed on May 03, 2024. The agreement specifies the following license considerations: 1. ₹4,50,000/- per month for the first three years. 2. ₹5,17,500/- per month for the subsequent three years. 3. ₹5,95,125/- per month for the final three years. The term of tenancy under this agreement is fixed for duration of nine (9) years, commencing from May 03, 2024
53.	7 <sup>th</sup> Floor, 32, Om Tower, Chowringhee Road, Kolkata, West Bengal, 700071	West Bengal	Virtual Office for GST Registration	February 02, 2025	Workzone office Space	Leave and License Agreement was duly executed on February 02, 2025, stipulating a monthly license fee of Rs. 1000 P.M Plus GST, The tenancy under this agreement is fixed for a duration of eleven (11) Months 29 days, commencing from February 02, 2025
54.	First Floor, Door No.1-53-1/A, Survey No.163/2 &164, Sri Square Shopping Mall, Sasi College Road, West Godavari, Tadepalligudem, Andhra Pradesh-534101	Andhra Pradesh	Virtual Office for GST Registration	December 11, 2024	M/s. Sri Smart Cinemas	This Leave and License Agreement is made and executed on December 11, 2024, with a license consideration of ₹5,00,000 or Revenue share @ 15% On Net sales per month Whichever is higher. The agreement stipulates that the rent shall be subject to an annual increment of 15% upon the completion of each 3 year. The term of tenancy under this agreement is fixed for a period of Nine (9) years, commencing from December 11, 2024, and concluding on December 10, 2032.

S. No	Address of Place of Business / Premises	State	Model of Operation	Lease Deed	Lessor	Acquisition Terms
55.	5 <sup>th</sup> , Ward No. 21, Centre Point Mall, Katras Road, Besides Rajendra Marlet bank More Dhanbad, Jharkhand-826001	Jharkhand	Company Operated – Cinema Under Construction	January 29, 2025	M/s. Rajshree Sales Private limited	<p>This Lease Agreement is made and executed on January 29, 2025, with a license consideration of ₹ For 1. First year Rs.6,00,000 per annum</p> <p>2. For second year Rs.6,00,000 Per month</p> <p>3. For Third year Rs.6,00,000 Per month</p> <p>4. For Fourth year Rs.6,90,000 Per month</p> <p>5. For Fifth year Rs.6,90,000 Per month .</p> <p>The term of tenancy under this agreement is fixed for a period of Five (5) years, commencing from January 01, 2025, and concluding on December 31, 2030.</p>

\*Lease deed is under Process of Renewal.

We confirm that none of the Lessor is our related party. All the transactions have been conducted at an arm's length price and all relevant agreement is adequately stamped and registered.



## **KEY INDUSTRY REGULATIONS**

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 213 of this Red Herring Prospectus.*

### **THE COMPANIES ACT**

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI REGULATIONS:**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from the SEBI Act, 1992, SCRA 1956, SCRR 1957 and other rules and regulations, listed entities are mainly regulated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX RELATED REGULATIONS**

#### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by October 30 of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter- state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India

attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

### **The Cinematograph Film Rules, 1948**

The Cinematograph Film Rules, 1948, ("Cinematograph Rules"), require a license to be obtained prior to storing any film, unless specifically exempted. Licenses for storage of films are granted for one year and must be renewed annually. Any person transporting, storing or handling films is required to ensure compliance with requirements pertaining to, inter alia, precautions against fire, storage of loose films, minimum specifications for aisle space, exits and electrical installations in storage rooms etc. The Cinematograph Rules also specify the procedure for transport of film, and application for, or renewal, transfer, refusal and cancellation of, licenses.

### **The Cinematograph Act, 1952**

The Cinematograph Act, 1952, ("Cinematograph Act"), authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board of Film Certification" or "CBFC"), in accordance with the Cinematograph (Certification) Rules, 1983, ("Certification Rules"), for sanctioning films for public exhibition in India. Under the Certification Rules, the producer of a film is required to apply in the specified format for certification of such film, with the prescribed fee. The film is examined by an examining committee, which determines whether, the film:

- is suitable for unrestricted public exhibition;
- or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
- is suitable for public exhibition restricted to adults; or
- is suitable for public exhibition restricted to members of any profession or any class of persons having regard to the nature, content and theme of the film; or
- is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
- is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence.

Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act within thirty days from the date of such order.

### **The Cinematograph Amendment Bill 2023**

The Cinematograph Amendment Bill 2023 seeks to address several long-standing issues in the Indian film certification process, piracy, and content regulation. While there is a need for modernization to align with evolving technology and societal norms, it is crucial to strike a balance between artistic freedom and the interests of the public.

The proposed amendments, if implemented effectively, have the potential to streamline the certification process, combat piracy, and enhance transparency and accountability. However, careful attention must be paid to ensure that the provisions do not unduly restrict artistic creativity, impinge upon fundamental rights, or pose privacy concerns.

As the Bill progresses through the legislative process, it is essential for stakeholders, filmmakers, and legal experts to engage in constructive dialogue to make informed decisions and shape a comprehensive framework that benefits all parties involved in the filmmaking industry.

**The Rajasthan Cinema (Regulation) Act, 1952, Rajasthan Cinema (Regulation) Rules, 1959, Tamil Nadu Cinema (Regulation) Act, 1955, Uttar Pradesh Cinema (Regulation) Act, 1955, Telangana Cinema (Regulation) Act, 1955 and rules made thereunder:**

The aforementioned acts and rules govern and regulate exhibition of cinemas in respective states through theatres, halls and like and prescribe modes of reeling, licensing requirements and competent authorities governing these regulations. The Home department is the Competent authority governing the administration of these acts in the respective states and provides for licensing requirements for exhibition of Cinemas. The application is made to District Magistrate/ Commissioner of Police/ for the purpose of grant of license and the State Government is the appellate authority when an appeal is made against an officer's order. The Divisional Commissioner is the appellate authority when an appeal is made against a District Magistrate's order.

**Information Technology Act, 2000 and Rules made there under including any amendments thereto.**

Since our Company is involved in the business of running cinema halls and theatres, it comes across general information of the customers reserving tickets through online/ offline mode. The data shared by the individuals is although not very sensitive, but includes personal details such as basic KYC which is a sensitive information, and may be misused, if not handled properly. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as —electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

The IT Rules focus on and regulate specific areas of the collection, transfer and processing of data, and include the following:

- The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, which require entities holding users' sensitive personal information to maintain certain specified security standards;
- The Information Technology (Guidelines for Intermediaries and Digital Media Ethics Code) Rules, 2021, which prohibit content of a specific nature on the internet, and govern the role of intermediaries, including social media intermediaries, in keeping personal data of their users safe online;
- The Information Technology (Guidelines for Cyber Cafe) Rules, which require cybercafés to register with a registration agency and maintain a log of users' identities and their internet usage; and

The Information Technology (Electronic Service Delivery) Rules, which allow the Government to specify that certain services, such as applications, certificates and licenses, be delivered electronically.

**The Food Safety and Standards Act, 2006 ("FSSA") and the regulations framed thereunder**

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("FSSAI") for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavorings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

The FSSA also lays down penalties for various offences, including recall procedures. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators ("FBOs"), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products. As Our Company is into the business

of sale of foods through clubs / canteens at the theatres, this act and rules made thereunder are applicable to us.

### **Fire Prevention Laws**

State governments have enacted laws that provide for fire prevention and life safety. Such laws are applicable to our offices, cinema halls, theatres and other places of public gathering and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

### **Indecent Representation of Women (Prohibition) Act, 1986**

This is an Act to prohibit indecent representation of women through advertisements or in publications, writings, paintings, and figures or in any other manner and for matters connected therewith or incidental thereto.

### **The Copyright Act, 1957 (the "Copyright Act")**

The Copyright Act provides for registration of copyrights, assignment and licensing of copyrights, and protection of copyrights, including remedies for infringement. The Copyright Act protects original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. In the event of infringement of a copyright, the owner of the copyright is entitled to both civil remedies, including damages, accounts and injunction and delivery of infringing copies to the copyright owner, and criminal remedies, including imprisonment and imposition of fines and seizure of infringing copies. Copyright registration is not mandatory under the Copyright Act for acquiring or enforcing a copyright, however, such registration creates a presumption favoring ownership of the copyright by the registered owner.

Since Our Company is into the business of screening of artistic work, it need to ensure that it does not infringes any copyright provisions with respect to such work including sound, music and other form of presentation.

### **ENVIRONMENT LAWS:**

#### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy: —

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

#### **Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")**

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Although, ours is a clean industry, we need to ensure no wastage of water at the public facilities provided at our theatres and cinema halls and that proper drainage system is provided for the same.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>. Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### **Laws related to Overseas Investment by Indian Entities:**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in supression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI have vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.



## **Foreign Trade (Development and Regulation) Act, 1992 (“FTDRA 1992”)**

The FTDRA 1992 seeks to develop and regulate foreign trade by facilitating imports into and augmenting exports from India. The FTDRA 1992 prohibits a person or company from making any exports or imports unless such a person or company has been granted an importer-exporter code number.

## **Foreign Trade Policy 2023**

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

### **The Industrial Relations Code, 2020 (“Industrial Code”)**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an

establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Employees State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Employees Deposit Linked Insurance Scheme (EDLI)**

The Employees Deposit Linked Insurance Scheme or EDLI is an insurance cover provided by the EPFO (Employees Provident Fund Organisation) for private sector salaried employees who are members of EPFO. The EDLI scheme was launched in 1976. The registered nominee receives a lump-sum payment in the event of the death of the person insured (employee) during the period of the service

### **Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946
- Apprentices Act, 1961

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

### **OTHER GENERAL RULES AND REGULATIONS:**

#### **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and Companies. The Code establish an Insolvency Regulator (The Insolvency and Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities. Any creditor in the nature of financial or operational, in case of nonpayment of its debt within the due date have the right to file an insolvency and bankruptcy against the debtor under the Code with the appropriate authority. The Code has established fast track insolvency resolution process for all companies and other business entities. The process will have to be completed within 90 days, which may be extended up to 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

#### **Shops & Commercial Establishments Act of the respective States in which the Company has an established place of business/ office ("Shops Act")**

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance. For operating cinema halls our company is required to obtain approval from the local magistrate/ Commissioner of Police to obtain license of Cinema House.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996, The Competition Act, 2000 are also applicable to the company.



## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.



## **HISTORY AND CORPORATE STRUCTURE**

### **Brief History and Background**

Our Company was originally formed as “Fohatron Power Limited” vide registration no. 284745 under the provisions of Companies Act 2013 pursuant to Certificate of Incorporation dated September 1, 2015 issued by Registrar of Companies, Delhi. Further, the name of our Company was changed to VCS Industries Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi on February 16, 2018. The Registered office of our Company was shifted from Delhi to Gujarat w.e.f November 18, 2019. Further, the name of our Company was changed to Connplex Cinemas Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Central Processing Centre on August 14, 2024. The Corporate Identification Number of our Company is U74110GJ2015PLC111882.

Our Company was originally promoted by Mr. Kishan Lal, Mrs. Shakuntla, Mr. Subham Shukla, Mr. Shivank Parashar, Mr. Nitin Gupta, Mr. Rohit Dandriyal and Mr. Sushil Pant who were the initial subscribers to the Company’s Memorandum and Articles of Association. Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani are present promoters of our Company.

As on date of this Red Herring Prospectus, our Company has 15 shareholders.

For information on our Company’s profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections entitled “Industry Overview”, “Business Overview”, “Our Management”, “Financial information of our company” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 100,123,174,194 and 196 respectively.

### **Address of Registered Office:**

The Registered Office of the Company is situated at Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Daskroi-380059, Gujarat, India.

### **Changes in Registered Office of the Company since incorporation**

There has not been any change in our Registered Office of the company since incorporation till date of this Red Herring Prospectus except below changes:

<b>From</b>	<b>To</b>	<b>With effect from</b>	<b>Reason for Change</b>
Q-75, Bhagat Enclave Uttam Nagar New Delhi, Delhi, 110059, India	B-8, Second Floor (Shop), Gali no. 13, Room No. 14, Madhu Vihar, Delhi, East Delhi-110092, India	November 12, 2016	For Administrative Convenience
B-8, Second Floor (Shop), Gali no. 13, Room No. 14, Madhu Vihar, Delhi, East Delhi-110092, India	B-97, G/F, Anand Vihar, Shahdara, Delhi, New Delhi,110092, India	July 05, 2019	For Administrative Convenience
B-97, G/F, Anand Vihar, Shahdara, Delhi, New Delhi,110092, India	1106 Titanium One, Near Pakwan Cross Road, Near Shabri Water Works, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat, India	November 18, 2019	Transfer of Company from Delhi to Ahmedabad
1106 Titanium One, Near Pakwan Cross Road, Near Shabri Water Works, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat, India	703, Titanium One, Near Rajpath Club, S G Highway, Bodakdev, Ahmedabad-380054, Gujarat, India	July 24, 2020	For Administrative Convenience
703, Titanium One, Near Rajpath Club, S G Highway, Bodakdev, Ahmedabad-380054, Gujarat, India	Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Thaltej, Ahmedabad-380059, Daskroi, Gujarat, India,	September 17, 2024	For Administrative Convenience



## Our Main Object

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business to produce, treat, process, prepare, alter, develop, expose, edit, exhibit, display, finish, buy, sell, run, import, export cine films, TV serials, advertising films, telefilms, documentary films etc. and to establish, develop, promote franchise, issue different franchise modules, franchisee contracts or to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio, combination of miniplex, multiplex, single screen, more than one screen, cinema theatre, theatres, exhibition Centre, home theatre, public theatre, drive in cinema, open air theatre, conference hall, teaching room or related activities and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company and Exhibition of cinematograph or stereoscopic or colored or bio-scope, pictures, films, operate as & stage plays and other entertainment as the Company may from time to time think fit and to permit the Company or its associates to deal in above purpose and such other purposes as may be deemed expedient.

2. To carry on any activity related to entertainment, video cinema, movies, serials, stories, drama, teaching etc. - through display screens, wireless, mobile phones, web series, OTT platforms, television, projector, other screens, laser screens, entertainment / teaching / knowledge - through web sites, TV, prints or wireless systems. To get collection of any charges / money / kind of money - in any mode of banking, non-banking, cash, online, off line systems. To carry on any supporting activity like land or premise purchase, sale, construct, develop, renovate, decorate, hire or on rent or in any manner. To carry on any activity relating to functions, programs, celebrations, festival, events, exhibitions or seminars.

## Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	Alteration in Memorandum for Change in name from "Fohatron Power Limited" to "VCS Industries Limited".	January 31, 2018	Extra-Ordinary General Meeting
2.	Alteration in Object Clause of Memorandum of Association by Substitution of Clause III (A) with the following:  1. To carry on the business of Software designing, development, implementation, maintenance, testing and benchmarking, designing, developing, and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, Mobile Applications, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on subcontracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, payment gateway facilities, data warehousing and database management, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas to clients / parties including but not limited to Government and Authorities (which involves project application by tendering / job work).	January 31, 2018	Extra-Ordinary General Meeting

	<p>2. To carry on all types of Corporate and consultancy services, business activities relating to tele services, BPO and KPO, accounts, Audit, Internal Audit, taxation, legal, management, finance, company Law, merger &amp; acquisition, liquidation, technical, techno-commercial, investment advisors and consultants and to act as consultant of franchise of any nationalized or private sector banks, financial institutions, banks for providing consultancy services relating to project appraisal, loan syndication, management consultant, portfolio management, capital budgeting, representative, liaisoner, arbitrator, serviceman, feasibility studies, project reports, project financing, corporate finance including purchase and sale of bus, corporate training, HR training, HR and recruitment related work, Job-placement, outsourcing, manpower providing, logistics services, survey related activity, IT solutions assessment, transportation management, Data Entry, Travelling Agent, rehabilitation package and to supply turnkey projects in all industries, utilities, commercial and welfare fields, financial restructuring status verification, cash management services, corporate research, consultancy in business establishment to foreign corporate, Companies, clearing assistance, debt recovering assistance, pre-post investigation of loan proposal, credit cards, housing loans, Insurance, demat services or any other products of the banks and to act as legal and/or technical and or financial advisor, management consultant independently or together with any other persons, body corporate in India and abroad.</p> <p>3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere and to act as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.</p>		
3.	<p>Alteration in Memorandum for Change in Registered Office:</p> <p>Shifting of Registered Office of the Company from the National Capital Territory of Delhi to State of Gujarat and alteration of Clause II of Memorandum of Association accordingly.</p>	September 10, 2019	Extra-Ordinary General Meeting
4.	<p>Alteration in Object Clause of Memorandum of Association by deleting the sub clause 1., 2. and 3. of clause III (A) of the Memorandum of Association of Company and append the following sub clauses under clause III (A) of the Memorandum of Association of Company:</p> <p>1. To carry on the business to produce, treat, process, prepare, alter, develop, expose, edit, exhibit, display, finish, buy, sell, run, import, export cine films, TV serials, advertising films, telefilms, documentary films etc. and to establish, develop, promote franchise, issue different franchise modules, franchisee contracts or to act as agent, broker, distributor, proprietor, owners of copyrights, audio rights, theaters, cinema halls, dubbing rights, cinema studio, combination of miniplex, multiplex, single screen, more than one screen, cinema theatre, theatres, exhibition Centre, home theatre, public theatre, drive in cinema, open air theatre, conference hall, teaching room or related activities and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company and Exhibition of cinematograph or stereoscopic or coloured or bio-scope, pictures, films, operate as &amp; stage plays and other entertainment as the Company may from time to time think fit and to permit the Company or its</p>	August 24, 2020	Extra-Ordinary General Meeting

	associates to deal in above purpose and such other purposes as may be deemed expedient.  2. To carry on any activity related to entertainment, video cinema, movies, serials, stories, drama, teaching etc. - through display screens, wireless, mobile phones, web series, OTT platforms, television, projector, other screens, laser screens, entertainment / teaching / knowledge - through web sites, TV, prints or wireless systems. To get collection of any charges / money / kind of money - in any mode of banking, non-banking, cash, online, off line systems. To carry on any supporting activity like land or premise purchase, sale, construct, develop, renovate, decorate, hire or on rent or in any manner. To carry on any activity relating to functions, programs, celebrations, festival, events, exhibitions or seminars.		
5.	Increase in Authorised Capital of the Company from Rs. 1,00,000 (One Lakh) divided into 10,000 (Ten thousand) equity shares of Rs. 10/- (Ten) each to Rs. 50,00,000 (Fifty Lacs ) divided into 5,00,000 (Five Lacs ) equity shares of Rs. 10/-(Ten) each.	October 04, 2021	Extra-Ordinary General Meeting
6.	Alteration in Memorandum for Change in name from “VCS Industries Limited” to “Connplex Cinemas Limited”	July 02, 2024	Extra-Ordinary General Meeting
7.	Increase in Authorised Capital of the Company from Rs. 50,00,000 (Fifty Lacs) divided into 5,00,000 (Five Lacs ) equity shares of Rs. 10/-(Ten) each to Rs. 20,00,00,000 (Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/-(Ten) each.	September 30, 2024	Annual General Meeting

### Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the Annual General Meeting of the Company dated September 30, 2024.

### Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2015-16	Incorporation of the Company in the name and style of “Fohatron Power Limited”
2017-18	Change in the name of Company from "Fohatron Power Limited" to "VCS Industries Limited".
2019-20	Change in Registered office of the Company from the state of Delhi to Gujarat.
2023-24	Certificate of Excellence -Emerging Company of the year Award by IEDRA (Indian Economic Development & Research Association) on the occasion of National Seminar on “Individual Achievements & National Development- Atmanirbhar Bharat”
2024-25	Change in the name of Company from “VCS Industries Limited” to “Connplex Cinemas Limited”
2024-25	The Gujarat State Brand Leadership Awards, 2024

### Other Details about our Company

For details of our Company’s activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled “Business Overview”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and “Basis for Issue Price” on pages 123, 196 and 92 respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “Our Management” and “Capital Structure” beginning on pages 174 and 61 of this Red Herring Prospectus respectively.

### Acquisition of Business/Undertakings & Amalgamation

Except as disclosed in this Red Herring Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation of the company.



### **Holding Company**

As on the date of this Red Herring Prospectus, there is no holding company of our Company.

### **Subsidiary of our Company**

As on the date of this Red Herring Prospectus, there are no subsidiaries of our Company.

### **Capital raising (Debt / Equity)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled “Capital Structure” beginning on page 61 of this Red Herring Prospectus. For details of our Company’s debt facilities, please refer section “Financial Information of our Company” on page 194 of this Red Herring Prospectus.

### **Time and Cost overruns in setting up projects**

There has been no time / cost overrun in setting up projects by our Company.

### **Injunction or restraining order**

There are no injunctions/ restraining orders that have been passed against the Company.

### **Revaluation of Assets**

Our Company has not revalued its assets since incorporation

### **Defaults or Rescheduling of borrowings with financial institutions/banks and Conversion of loans into Equity Shares**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Red Herring Prospectus. Furthermore, except as disclosed in chapter titled “Capital Structure” beginning on Page 61 of this Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

### **Lock-out or strikes**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Red Herring Prospectus, our employees are not unionized.

### **Shareholders of our Company:**

Our Company has 15 shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “Capital Structure” beginning on page 61 of this Red Herring Prospectus.

### **Changes in the Management**

For details of change in Management, please see chapter titled “Our Management” on page 174 of this Red Herring Prospectus.

### **Changes in activities of our Company during the last five (5) years**

There has been no change in the business activities of our Company during last five (5) years from the date of this Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as change in object from computer software services to cinemas services and in Material development in chapter titled “Management’s discussion and analysis of financial conditions & results of operations” beginning on page 196 of this Red Herring Prospectus.



### **Shareholders Agreement/Investment Agreement**

As on the date of this Red Herring Prospectus, there are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

### **Collaboration Agreements**

As on the date of this Red Herring Prospectus, our Company is not a party to any collaboration agreements.

### **Material Agreement**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

### **OTHER AGREEMENTS**

#### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

#### **Joint Venture Agreement**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

#### **Strategic Partners**

Except as mentioned in this Red Herring Prospectus, Our Company does not have any strategic partners as on the date of this Red Herring Prospectus.

#### **Financial Partners**

Our Company does not have any financial partners as on the date of this Red Herring Prospectus.

### **Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "Business Overview", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis of Issue Price" on pages 123, 196 and 92 of this Red Herring Prospectus.



## OUR MANAGEMENT

**Board of Directors:** As per the Articles of Association, our Company is required to have not less than Three (3) Directors and not more than Fourteen (14) Directors. Currently, our Company has Five (5) directors comprising, Two (2) Executive Directors and three Non-Executive Directors.

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Red Herring Prospectus:

S. No	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre-Issue)	Other Directorships
1.	<b>Mr. Anish Tulshibhai Patel</b> <b>Father Name:</b> Tulshibhai Patel <b>Date of Birth:</b> September 27, 1980 <b>Age:</b> 44 Years <b>Designation:</b> Managing Director <b>Address:</b> A-104, Sagun Castle Appts Behind Satellite Complex, Ambavadi Vihar, Ahmadabad, Gujarat-380015, India <b>Experience:</b> 6 Years <b>Occupation:</b> Business <b>Qualifications:</b> Masters in Information Technology & Computer Science <b>Nationality:</b> Indian <b>DIN:</b> 07823715	Originally appointed on the Board as Director w.e.f. January 23, 2018  Further designated as Managing Director w.e.f. September 30, 2024	66,70,800 Equity Shares of ₹10/- each; 47.65% % of Pre-issue Paid-up capital	Indian Companies- ➤ Connplex Sky Theatres Private Limited ➤ Connplex Home Theatre Private Limited  Foreign Companies- Nil
2.	<b>Mr. Rahul Kamleshbhai Dhyani</b> <b>Father Name:</b> Kamleshbhai Jayantilal Dhyani <b>Date of Birth:</b> June 24, 1980 <b>Age:</b> 45 Years <b>Designation:</b> Joint Managing Director <b>Address:</b> 39, Shreenath Bunglows, Opp. Yash Complex, Gotri Road, Vadodara-390021, Gujarat, India <b>Experience:</b> 6 Years <b>Occupation:</b> Business <b>Qualifications:</b> Bachelor of Commerce <b>Nationality:</b> Indian <b>DIN:</b> 05172592	Originally appointed on the Board as Director w.e.f. January 23, 2018  Further Designated as Joint Managing Director w.e.f. September 30, 2024	66,70,800 Equity Shares of ₹10/- each; 47.65% % of Pre-issue Paid-up capital	Indian Companies: ➤ Connplex Sky Theatres Private Limited ➤ Connplex Home Theatre Private Limited  Foreign Companies: Nil

S. No	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre-Issue)	Other Directorships
3.	<b>Mr. Parshwa Bhavikbhai Shah</b> <b>Father Name:</b> Bhavikbhai A Shah <b>Date of Birth:</b> February 09, 1993 <b>Age:</b> 32 Years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> D 702, Saransh Arth, Opp. Rajyash Reeventa, South Vasna, Near Vasna Party Plot, Ahmedabad City -380007, Gujarat, India <b>Experience:</b> 5 Years <b>Occupation:</b> Professional <b>Qualifications:</b> Company Secretary <b>Nationality:</b> Indian <b>DIN:</b> 07866765	Originally appointed on the Board as Non-Executive Independent Director w.e.f September 30, 2024	Nil	Indian Companies: <ul style="list-style-type: none"> <li>➤ Nexxus Petro Industries Limited</li> <li>➤ Dynamic Assignments Private Limited</li> <li>➤ Rohan Dyes and Intermediates Limited</li> <li>➤ Jyoti Resins and Adhesives Limited</li> </ul> Foreign Companies- Nil
4.	<b>Mr. Ronak Ashokbhai Mehta</b> <b>Father Name:</b> Ashokbhai Manharlal Mehta <b>Date of Birth:</b> January 27, 1992 <b>Age:</b> 33 Years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> D-503, ICB Flora B/H Vodaphone Tower, S.G. Highway, Gota, Ahmedabad-382481, Gujarat, India <b>Experience:</b> 4 Years <b>Occupation:</b> Professional <b>Qualifications:</b> Company Secretary, Bachelor of Law, Bachelor of Commerce <b>Nationality:</b> Indian <b>DIN:</b> 10525257	Originally appointed on the Board as Non-Executive Independent Director w.e.f September 30, 2024	Nil	Indian Companies: <ul style="list-style-type: none"> <li>➤ Sunlite Recycling Industries Limited</li> <li>➤ Maruti Infrastructure Limited</li> <li>➤ HEC Infra Projects Limited</li> </ul> Foreign Companies- Nil
5.	<b>Ms. Amisha Fenil Shah</b> <b>Father Name:</b> Rajendra Hiralal Gandhi <b>Date of Birth:</b> December 27, 1990 <b>Age:</b> 34 Years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> 17/197, Rameshwar Apartments, Sola road, Near Vinayak Petrol Pump, Naranpura, Ahmedabad – 380063, Gujarat, India <b>Experience:</b> 6.5 Years <b>Occupation:</b> Professional <b>Qualifications:</b> Company Secretary and Bachelor of Law <b>Nationality:</b> Indian <b>DIN:</b> 09411332	Originally appointed on the Board as Non-Executive Independent Director w.e.f September 30, 2024	Nil	Indian Companies: <ul style="list-style-type: none"> <li>➤ Dharmaj Crop Guard Limited</li> <li>➤ Mahickra Chemicals Limited</li> </ul> Foreign Companies- Nil



## **BRIEF PROFILE OF OUR DIRECTORS**

### **1. Mr. Anish Tulshibhai Patel , Managing Director, Age: 44 Years**

Mr. Anish Tulshibhai patel, aged 44 years is Managing Director and also the Promoter of our Connplex Cinemas Limited. He has cleared his Senior secondary in 1996 from Nelson High School, Maninagar (Ahmedabad) where he also acquired Greenbelt in Karate as an extra-curricular activity. Then, in 1998, he cleared his Higher Senior Secondary from Best High School, Maninagar (Ahmedabad).

He cleared his Bachelors in Information Technology & Computer science from K S School of Management, Ahmedabad and subsequently he cleared is Masters in Information Technology & Computer science from the same college.

Earlier, he ventured into multiple franchise operations, focusing on marketing, finance, and quality control. He successfully built education and hospitality franchises from the ground up, empowering students and professionals alike. He has past experience in service & hospitality industry.

Further in 2018, he was appointed on the Board on January 23, 2018 as the Founder & Director of VCS Industries Limited which is now Connplex Cinemas Limited and further on 30 September 2024, was designated as Managing director for a period of 5 years, with an aim to be a leader with long-term approach as he is and was always known for meticulous planning before execution. He has experience of 06 years in entertainment industry. He has a clear mindset with overseeing critical aspects such as property acquisition, franchise growth. financial oversight and all other legal matters. In addition, he also holds directorship in Connplex Sky Theatres private Limited and Connplex Home Theatre Private Limited, where he continues to drive strategic activities and continues to expand the brand Connplex in various segments of the entertainment and cinemas industry.

During his tenure he has demonstrated exceptional leadership, strategic foresight and an commitment to the organization's growth and success. He is instrumental in driving key business initiatives, formulating effective strategies, and ensuring the smooth functioning of all departments. His ability to lead diverse teams, foster innovation and maintain high ethical standards has been truly commendable. He has consistently displayed professionalism, dedication approach, making them an invaluable asset to the Company.

He has been awarded by following:

- Awarded by FRO SUMMIT for his contribution at 120<sup>th</sup> National Franchise & Retail Real Estate Event on 04-05 September, 2021
- Awarded for his initiative, enthusiasm and support in helping cinemas students by Proper Media Pvt Ltd. & Nepathya – The Backstage Presents on 19<sup>th</sup> January, 2020.
- Accorded certificate of excellence as emerging company of the year award by IEDRA (Indian Economic Development & Research Association), New Delhi on 3<sup>rd</sup> June 2023 at “Azadi Ka Amrit Mahotsav – Atmanirbhar Bharat”
- The Gujarat State Brand Leadership Award 2024 received by Connplex Cinemas from Cadila Pharmaceuticals Limited under the leadership of Mr. Anish Patel and Mr. Rahul Dhyani
- Awarded as Golfer of the Year 2021 by TAECA.

### **2. Mr. Rahul Kamleshbhai Dhyani, Joint Managing Director, Age: 45 Years**

Mr. Rahul Kamleshbhai Dhyani, aged 45 years is Joint Managing Director and also the Promoter of our Connplex Cinemas Limited. He was appointed on the Board on January 23, 2018 as Director and resigned on July 05, 2019. Further he was appointed as Chief Executive Officer w.e.f., July 06, 2019 and resigned on August 24, 2020 and appointed as director on the same date. He was further designated as Joint Managing director for a period of 5 years w.e.f. September 30,2024. He holds degree of Bachelor of Commerce. He has over 06 years of experience in entertainment industry.

He had a diverse background in business development, marketing, and event management. He started his career as a Marketing Executive where he significantly contributed to expanding the business in Ahmedabad. He transformed ordinary events into great experiences, collaborating with top brands in India and setting new industry standards. He has past experience in Entertainment and Movie industry.

He was the founder and director of Connplex Cinemas Limited having experience of 6 years, contributing to the company's growth in the cinema and entertainment industry. He also held directorships at Connplex Sky Theatres and Connplex Home Theatre Private



Limited, continuing to drive innovation in the industry.

During his tenure, Mr. Rahul Dhyani has demonstrated exceptional leadership, strategic vision, and a commitment to innovation. He played a key role in driving Connplex Cinemas' growth, overseeing operational and strategic initiatives, and integrating cutting-edge technology to create premium viewing experiences for audiences.

His key contributions include:

- Expanding Connplex Cinemas Limited brand presence across India with a focused mindset.
- Spearheading market expansion and establishing Connplex Cinemas as one of India's fastest-growing cinema chains, known for luxurious screens and the latest technologies.
- Streamlining business processes and optimizing sales channels, including setting up a franchise model.
- Developing intellectual properties in entertainment and lifestyle sectors, significantly enhancing the company's brand recognition among market leaders.
- Leading diverse teams, fostering collaboration, and mentoring future leaders.

Mr. Rahul Dhyani has showcased exemplary decision-making skills, a strong ability to uncover new revenue streams, and a deep understanding of market trends. His dedication to excellence and innovative approach has been an invaluable asset to Connplex Cinemas Ltd.

He has been awarded by following:

- Awarded by FRO SUMMIT for his contribution at 120<sup>th</sup> National Franchise & Retail Real Estate Event on 04-05 September, 2021
- Awarded for his initiative, enthusiasm and support in helping cinemas students by Proper Media Pvt Ltd. & Nepathya – The Backstage Presents on 19<sup>th</sup> January, 2020.
- Accorded certificate of excellence as emerging company of the year award by IEDRA (Indian Economic Development & Research Association), New Delhi on 3<sup>rd</sup> June 2023 at “Azadi Ka Amrit Mahotsav – Atmanirbhar Bharat”
- The Gujarat State Brand Leadership Award 2024 received by Connplex Cinemas from Cadila Pharmaceuticals Limited under the leadership of Mr. Anish Patel and Mr. Rahul Dhyani

### **3. Mr. Parshwa Bhavikbhai Shah, Non-Executive Independent Director, Age: 32 Years**

Mr. Parshwa Shah, aged 32 years is Non-Executive and Independent Director of our Company. He was appointed on the Board as Independent Director w.e.f September 30, 2024 for a period of 5 years and shall not be liable to retire by rotation. He is a member of the Institute of Company Secretaries of India (ICSI).

Mr. Parshwa Shah brings experience to his role, having previously served as an Assistant Secretarial Executive at Umesh Ved & Associates, Company Secretaries, for 3.5 years. During this tenure, he was responsible for handling a range of corporate compliance matters, including adherence to the Companies Act, 2013, SEBI regulations, and assisting with issues related to the Insolvency and Bankruptcy Code. Following this, Mr. Shah worked as a Whole-Time Company Secretary at Saanvi Advisors Ltd for 1.5 years, where he was deeply involved in the company's internal governance, compliance practices, and strategic decision-making processes. He has past experience in service industry.

In addition to his corporate roles, Mr. Parshwa Shah actively contributes to the broader professional community. He serves as a Managing Committee Member of the Ahmedabad Chapter of the Western India Regional Council (WIRC) of the Institute of Company Secretaries of India (ICSI). Within this capacity, he holds the esteemed position of Chairman of the Professional Development and Continuing Education (PCS) Committee, where he plays a key role in organizing educational initiatives and programs that support the development of professionals in the field of company secretarial services. His professional experience combines strong legal expertise and corporate governance knowledge, making him an invaluable asset to the company's board.

### **4. Mr. Ronak Ashokbhai. Mehta, Non-Executive Independent Director, Age: 33 years**

Mr. Ronak has 4 years of professional experience as a Practicing Company Secretary, and have developed a strong expertise in corporate governance, compliance, and regulatory matters. He is the Proprietor of M/s. R N Mehta & Company, a firm of Practicing Company Secretaries based in Ahmedabad. Under his leadership, the firm has built a solid reputation for delivering services in areas such as



corporate secretarial practices, legal compliance, and advisory roles for businesses across various industries. He has past experience in service industry. In his role as an independent director, Mr. Mehta is responsible for ensuring that Connplex Cinemas Limited adheres to high standards of corporate governance, transparency, and regulatory compliance. His contributions include providing unbiased opinions on the company's strategic decisions, risk management policies, and financial oversight.

His position adds significant value to the governance framework of Connplex Cinemas Limited, ensuring its long-term success while maintaining transparency and accountability to stakeholders.

#### **5. Ms. Amisha Fenil Shah, Non-Executive Independent Director, Age: 34 Years**

Ms. Amisha Fenil Shah, aged 34 years is Non-Executive and Independent Director of our Company. She was appointed on the Board as Independent Director w.e.f September 30, 2024 for a period of 5 years and shall not be liable to retire by rotation. She holds a Bachelor's degree in Law, in addition to being a member of the Institute of Company Secretaries of India (ICSI).

Amisha Shah is the founder of M/s. Amisha & Co., a firm specializing in company secretarial services, and brings over 6.5 years of professional experience in the field. With a strong background in corporate governance, legal compliance, and advisory services, she has built a solid reputation for her expertise and attention to detail in helping businesses navigate complex regulatory environments. In addition to her role as the proprietor of M/s. Amisha & Co., Amisha Shah holds directorship positions in Dharmaj Crop Guard Limited and Mahickra Chemicals Limited, where she contributes her strategic insights and corporate governance expertise to the growth and success of these organizations. He has past experience in service industry.

She provides independent oversight to the board's decisions, particularly in areas related to legal and regulatory matters. Ms. Shah also helps safeguard the interests of shareholders, promotes transparency, and contributes to strategic decision-making. Her expertise in secretarial matters is valuable in ensuring the company adheres to the highest standards of corporate ethics and compliance.

#### **Confirmations**

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- None of the above-mentioned Directors are on the RBI list of willful defaulters or fraudulent borrower as on the date of filing of this Red Herring Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Directors and promoters of our company.

Except as disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on Page 207 of this Red Herring Prospectus, there is no criminal cases filed or being undertaken with regard to alleged commission of any offence by any of our directors which also effected the business of our company and none of directors of our Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

#### **Nature of any family relationship between any of our Directors:**

None of the Directors of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.

#### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.





### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **Details of Borrowing Powers of Directors**

Our Company has passed a Special Resolution in the Annual General Meeting of the members held on September 30, 2024 authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 100 Crore (Rupees One hundred Crores only).

### **Compensation of our Managing Director and Whole Time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188,196,197,198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act,2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Joint Managing Director:

Particulars	Mr. Anish Tulshibhai Patel	Mr. Rahul Kamleshbhai Dhyani
Re-Appointment / Change in Designation	September 30, 2024	September 30, 2024
Designation	Managing Director	Joint Managing Director
Term of Appointment	5 Years	5 Years
Remuneration Payable from FY 2025-26	Upto ₹1.50 Crore per annum	Upto ₹1.50 Crore per annum
Remuneration paid for Year 2024-25	36 Lakhs	36 Lakhs

*Our company does not have any Subsidiary Company.*

### **Bonus or Profit Sharing Plan for our Directors**

We have no bonus or profit-sharing plan for our Directors.

### **Sitting Fee**

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole-Time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated October 25, 2024 for payment to all Non-Executive Independent Directors for attending each such meeting of the Board or Committee thereof.

### **SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY**

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Anish Tulshibhai Patel	66,70,800	47.65
2.	Rahul Kamleshbhai Dhyani	66,70,800	47.65

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Red Herring Prospectus*

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

## **INTEREST OF DIRECTORS**

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer- “Compensation of our Managing Director a Whole Time Directors” above, under chapter titled “Our Management” beginning on page 174 of this Red Herring Prospectus

Our directors may also be regarded as interested to their shareholding and dividend payable thereon, if any, Our Directors are also interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives.

Further our director may also be interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our directors may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of this Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “Our Management” or the section titled “Restated Financial Statement - Related Party Transactions” beginning on page 174 and 194 respectively of this Red herring Prospectus, and except to the extent of shareholding in our Company, our directors do not have any other interest in our business.

### **Interest in the property of Our Company**

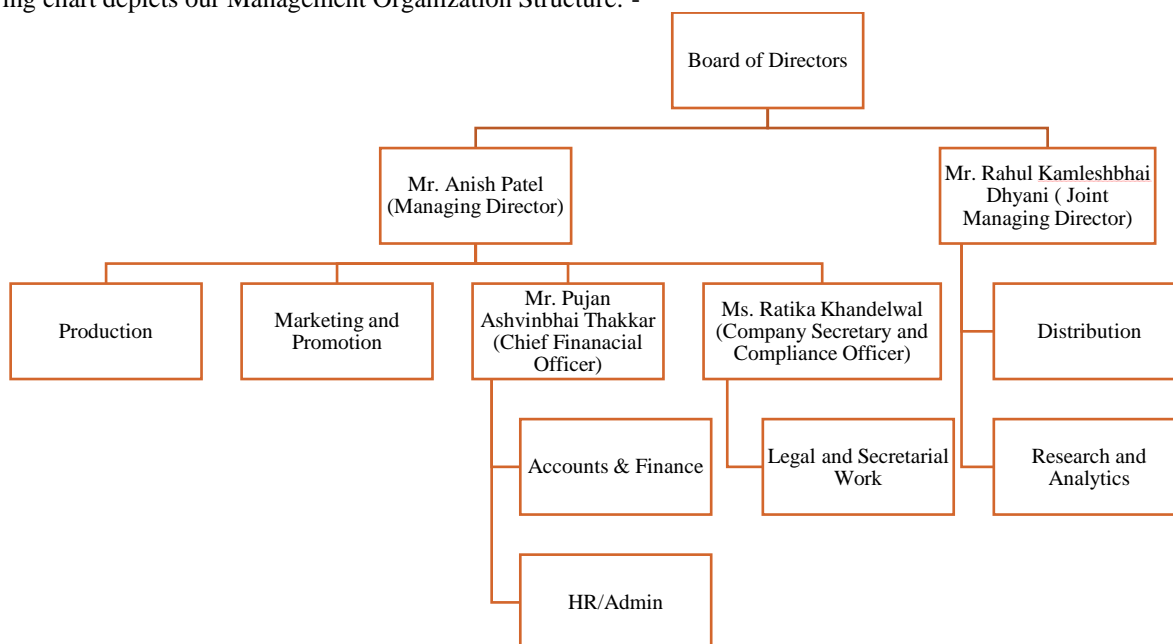
Except as disclosed above and in the chapters titled “Business Overview” and “Restated Financial Statement –Related Party Transactions” and “History and Corporate Structure” on page 123, 194 and 168 respectively of this Red Herring Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Red Herring Prospectus.

## **CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS**

<b>Sr. No.</b>	<b>Name</b>	<b>Date &amp; Nature of Change</b>	<b>Reasons for Change</b>
1.	Mr. Anish Tulshibhai Patel	Appointed as Managing Director w.e.f. September 30, 2024	To ensure better Corporate Governance
2.	Mr. Rahul Kamleshbhai Dhyani	Appointed as Joint Managing Director w.e.f. September 30, 2024	To ensure better Corporate Governance
3.	Mr. Parshwa Bhavikbhai Shah	Appointed as Independent Director w.e.f. September 30, 2024	To ensure better Corporate Governance
4.	Mr. Ronak Ashokbhai. Mehta	Appointed as Independent Director w.e.f. September 30, 2024	To ensure better Corporate Governance
5.	Ms. Amisha Fenil Shah	Appointed as Independent Director w.e.f. September 30, 2024	To ensure better Corporate Governance
6.	Mrs. Archana Rahulbhai Dhyani	Resigned from the post of Director w.e.f. October 25, 2024	To ensure better Corporate Governance
7.	Mr. Kamlesh Jayantilal Dhyani	Resigned from the post of Director w.e.f. October 25, 2024	To ensure better Corporate Governance
8.	Mrs. Poonam Anish Patel	Resigned from the post of Director w.e.f. October 25, 2024	To ensure better Corporate Governance
9.	Mr. Tulshibhai Kanjibhai Patel	Resigned from the post of Director w.e.f. December 06, 2024	To ensure better Corporate Governance

## MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



## COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of National Stock Exchange of India Limited. The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Five (5) directors of which two (3) are Independent Directors (as defined under Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Our Company has constituted the following committees:

### **1. Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated November 21, 2024, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE Limited, the constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ronak Ashokbhai Mehta	Chairman	Non-Executive Independent Director
Mr. Parshwa Bhavikbhai Shah	Member	Non-Executive Independent Director
Mr. Anish Tulshibhai Patel	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee

and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the whistle blower mechanism;

22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulations, 2015 as amended vide Resolution dated November 21, 2024. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Amisha Fenil Shah	Chairman	Non-Executive Independent Director
Mr. Rahul Kamleshbhai Dhyan	Member	Joint Managing Director
Mr. Anish Tulshibhai Patel	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
  - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
  - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
  - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
  - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed



- by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### 3. Nomination and Remuneration Committee

Our Company has re-constituted the Nomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulations, 2015 as amended vide Resolution dated January 15, 2025. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Parshwa Bhavikbhai Shah	Chairman	Non-Executive Independent Director
Mr. Ronak Ashokbhai Mehta	Member	Non-Executive Independent Director
Ms. Amisha Fenil Shah	Member	Non-Executive Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

#### C. Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

### 4. Corporate Social Responsibility Committee

Our Company has constituted the Corporate Social Responsibility Committee ("CSR Committee") as per the applicable provisions of the Companies Act, 2013 vide Resolution dated November 21, 2024. The CSR Committee comprises of the following Directors:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Rahul Kamleshbhai Dhyani	Chairman	Joint Managing Director
Mr. Anish Tulshibhai Patel	Member	Managing Director
Mr. Ronak Ashokbhai Mehta	Member	Non-Executive Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the CSR activities as per the provisions of the Companies Act, 2013, and the CSR Rules.
- To monitor the Corporate Social Responsibility Policy of the company from time to time and institute a transparent monitoring, mechanism for the implementation of the CSR projects, programs, and activities undertaken by the Company.
- To review and approve annual budgets and project-wise outlays with respect to the CSR activities pursuant to the approval of the Board.
- To review and recommend the Annual CSR report for the Board's approval and for public disclosure as per regulatory requirements.
- To ensure compliance with the applicable disclosure requirements relating to the CSR activities pursuant to the Companies Act, 2013 and the rules made thereunder.
- To periodically update the Board on the status of the CSR activities including the expenditure incurred and accomplishments.
- To review and reassess the adequacy of the CSR Policy and propose any modifications/ amendments for the Board's approval as and when required.
- To formulate and monitor the CSR Plan, evaluation methodology, documentation, and institutionalization of the CSR activities.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment, or modification as may be applicable.

The Committee shall meet as and when required and the quorum for the meeting shall be two directors or one-third of the total number of members of the committee, whichever is greater subject to at least one independent director present, and the minutes of the Committee shall be signed by the Chairman of the Committee and such minutes shall be presented before the next Board Meeting.

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

#### **POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of National Stock Exchange of India Limited. The Board of Directors at their meeting held on November 21, 2024 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

#### **Our Key Managerial Personnel**

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

<b>Name, Designation &amp; Educational Qualification</b>	<b>Age (Year)</b>	<b>Date of joining as KMP</b>	<b>Compensation paid for the F.Y ended 2025 (in Rs Lakhs)</b>	<b>Over all experience (in years)</b>	<b>Previous employment</b>
<b>Name: Mr. Anish Tulshibhai Patel</b> <b>Designation:</b> Managing Director <b>Qualification:</b> Masters in Information Technology & Computer Science	44	Managing Director w.e.f. September 30, 2024	Rs.36.00 Lakhs	06 Years	-

<b>Name:</b> Mr. Rahul Kamleshbhai Dhyani <b>Designation:</b> Joint Managing Director <b>Qualification:</b> Bachelor of Commerce	45	Joint Managing Director w.e.f. September 30, 2024	Rs.36.00 Lakhs	06 Years	-
<b>Name:</b> Mr. Pujan Ashvinbhai Thakkar <b>Designation:</b> Chief Financial Officer <b>Qualification:</b> Bachelor of Commerce	23	Chief Financial Officer w.e.f., December 06, 2024	Nil	05 Years	V T Thakkar & Co.
<b>Name:</b> Mrs. Ratika Khandelwal <b>Designation:</b> Company Secretary & Compliance Officer <b>Qualification:</b> Company Secretary	36	Company Secretary w.e.f., December 06, 2024	Nil	03 Years	Shashwat Furnishing Solutions Limited

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

### 1. Mr. Anish Tulshibhai Patel, Managing Director, Age: 44 Years

Mr. Anish Tulshibhai patel, aged 44 years is Managing Director and also the Promoter of our Connplex Cinemas Limited. He has cleared his Senior secondary in 1996 from Nelson High School, Maninagar (Ahmedabad) where he also acquired Greenbelt in Karate as an extra-curricular activity. Then, in 1998, he cleared his Higher Senior Secondary from Best High School, Maninagar (Ahmedabad). He cleared his Bachelors in Information Technology & Computer science from K S School of Management, Ahmedabad and subsequently he cleared is Masters in Information Technology & Computer science from the same college.

Earlier, he ventured into multiple franchise operations, focusing on marketing, finance, and quality control. He successfully built education and hospitality franchises from the ground up, empowering students and professionals alike. He has past experience in service & hospitality industry. Further in 2018, he was appointed on the Board on January 23, 2018 as the Founder & Director of VCS Industries Limited which is now Connplex Cinemas Limited and further on 30 September 2024, was designated as Managing director for a period of 5 years, with an aim to be a leader with long-term approach as he is and was always known for meticulous planning before execution. He has experience of 06 years in entertainment industry. He has a clear mindset with overseeing critical aspects such as property acquisition, franchise growth, financial oversight and all other legal matters. In addition, he also holds directorship in Connplex Sky Theatres private Limited and Connplex Home Theatre Private Limited, where he continues to drive strategic activities and continues to expand the brand Connplex in various segments of the entertainment and cinemas industry. During his tenure he has demonstrated exceptional leadership, strategic foresight and an commitment to the organization's growth and success. He is instrumental in driving key business initiatives, formulating effective strategies, and ensuring the smooth functioning of all departments. His ability to lead diverse teams, foster innovation and maintain high ethical standards has been truly commendable. He has consistently displayed professionalism, dedication approach, making them an invaluable asset to the Company.

He has been awarded by following:

- Awarded by FRO SUMMIT for his contribution at 120<sup>th</sup> National Franchise & Retail Real Estate Event on 04-05 September, 2021
- Awarded for his initiative, enthusiasm and support in helping cinemas students by Proper Media Pvt Ltd. & Nepathya – The Backstage Presents on 19<sup>th</sup> January, 2020.
- Accorded certificate of excellence as emerging company of the year award by IEDRA (Indian Economic Development & Research Association), New Delhi on 3<sup>rd</sup> June 2023 at “Azadi Ka Amrit Mahotsav – Atmanirbhar Bharat”
- The Gujarat State Brand Leadership Award 2024 received by Connplex Cinemas from Cadila Pharmaceuticals Limited under the leadership of Mr. Anish Patel and Mr. Rahul Dhyani
- Awarded as Golfer of the Year 2021 by TAECA.

### 2. Mr. Rahul Kamleshbhai Dhyani, Joint Managing Director, Age: 45 Years

Mr. Rahul Kamleshbhai Dhyani, aged 45 years is Joint Managing Director and also the Promoter of our Connplex Cinemas Limited. He was appointed on the Board on January 23, 2018 as Director and resigned on July 05, 2019. Further he was appointed as Chief Executive Officer w.e.f., July 06, 2019 and resigned on August 24, 2020 and appointed as director on the same date. He was further designated as Joint Managing director for a period of 5 years w.e.f. September 30, 2024. He holds degree of Bachelor of Commerce. He has over 06 years of experience in entertainment industry. He had a diverse background in business development, marketing, and event management. He started his career as a Marketing Executive where he significantly contributed to expanding the business in Ahmedabad. He transformed ordinary events into great experiences, collaborating with top brands in India and setting new industry standards. He has past experience in Entertainment and Movie industry.



He was the founder and director of Connplex Cinemas Limited having experience of 6 years, contributing to the company's growth in the cinema and entertainment industry. He also held directorships at Connplex Sky Theatres and Connplex Home Theatre Private Limited, continuing to drive innovation in the industry. During his tenure, Mr. Rahul Dhyani has demonstrated exceptional leadership, strategic vision, and a commitment to innovation. He played a key role in driving Connplex Cinemas' growth, overseeing operational and strategic initiatives, and integrating cutting-edge technology to create premium viewing experiences for audiences. His key contributions include:

- Expanding Connplex Cinemas Limited brand presence across India with a focused mindset.
- Spearheading market expansion and establishing Connplex Cinemas as one of India's fastest-growing cinema chains, known for luxurious screens and the latest technologies.
- Streamlining business processes and optimizing sales channels, including setting up a franchise model.
- Developing intellectual properties in entertainment and lifestyle sectors, significantly enhancing the company's brand recognition among market leaders.
- Leading diverse teams, fostering collaboration, and mentoring future leaders.

Mr. Rahul Dhyani has showcased exemplary decision-making skills, a strong ability to uncover new revenue streams, and a deep understanding of market trends. His dedication to excellence and innovative approach has been an invaluable asset to Connplex Cinemas Ltd. He has been awarded by following:

- Awarded by FRO SUMMIT for his contribution at 120<sup>th</sup> National Franchise & Retail Real Estate Event on 04-05 September, 2021
- Awarded for his initiative, enthusiasm and support in helping cinemas students by Proper Media Pvt Ltd. & Nepathya – The Backstage Presents on 19<sup>th</sup> January, 2020.
- Accorded certificate of excellence as emerging company of the year award by IEDRA (Indian Economic Development & Research Association), New Delhi on 3<sup>rd</sup> June 2023 at “Azadi Ka Amrit Mahotsav – Atmanirbhar Bharat”
- The Gujarat State Brand Leadership Award 2024 received by Connplex Cinemas from Cadila Pharmaceuticals Limited under the leadership of Mr. Anish Patel and Mr. Rahul Dhyani

### **3. Mr. Pujan Ashvinbhai Thakkar, Chief Financial Officer, Age: 24 Years**

Mr. Pujan Ashvinbhai Thakkar is the Chief Financial Officer of our Company. He is Commerce Graduate. He was appointed as Chief Financial Officer of our Company on December 06, 2024. He has experience of 2.5 years in accounts and taxation. He is responsible for overseeing all finance-related functions within the company, ensuring effective financial management and reporting. His role encompasses managing financial operations, budgeting, and compliance, contributing to the company's financial stability and strategic planning. Mr. Pujan Ashvinbhai Thakkar commenced his professional journey with V.T. Thakkar & Co. in September 2018, where he served as the Head of the Accounts, Income Tax, and GST departments until September 2021. During his tenure, he played a pivotal role in managing the firm's financial operations, ensuring tax compliance, and implementing IT systems to enhance the efficiency of accounting processes. Notably, he also completed his Bachelor of Commerce (B. Com) degree and received his graduation certificate in October 2021. Subsequently, Mr. Pujan Thakkar joined Connplex Cinemas Limited as a Senior Accountant in October 2022. In this capacity, he oversaw financial transactions, budgeting, and the preparation of accurate financial reports. His contributions were recognized with a promotion to the position of Chief Financial Officer (CFO) in December 2024.

### **4. Ms. Ratika Khandelwal, Company Secretary & Compliance Officer, Age: 36 Years**

Mrs. Ratika Khandelwal began her professional journey at Shashwat Furnishing Solutions Limited, where she accumulated 3 years of experience in handling all aspects of secretarial work. During her time there, she was responsible for managing corporate governance, compliance with legal regulations, and ensuring the company adhered to the requirements of various corporate laws. After resigning, she joined Connplex Cinemas Limited as a Company Secretary (CS). In her current role, she is responsible for overseeing the company's legal and compliance functions.

### **RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

None of the KMP of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.

#### **We confirm that:**

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani are also part of the Board of Directors.

- d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 31, 2025.
- e. Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Red Herring Prospectus except as under:

Sr. No.	Name of KMP	No. of Shares held	Holding in %
1.	Anish Tulshibhai Patel	66,70,800	47.65
2.	Rahul Kamleshbhai Dhyani	66,70,800	47.65

- h. Presently, we do not have ESOP/ESPS scheme for our employees.
- i. The turnover of KMPs is not high, compared to the Industry to which our Company belongs.

#### **Payment of Benefits to Officers of our Company (non-salary related)**

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuations, ex-gratia/rewards.

#### **Changes in the Key Managerial Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last three years except as stated below:

Sr. No.	Name	Designation	Date of Appointment/ Cessation/Promotion/ Transfer	Reasons
1.	Mr. Anish Tulshibhai Patel	Managing Director	Appointed as Managing Director w.e.f. September 30, 2024	To ensure better Corporate Governance
2.	Mr. Rahul Kamleshbhai Dhyani	Joint Managing Director	Appointed as Joint Managing Director w.e.f. September 30, 2024	To ensure better Corporate Governance
3.	Mr. Pujan Ashvinbhai Thakkar	Chief Financial Officer	Appointed as Chief Financial Officer w.e.f. December 06, 2024	To ensure better Corporate Governance
4.	Ms. Ratika Khandelwal	Company Secretary & Compliance Officer	Appointed as Company Secretary & Compliance Officer w.e.f. December 06, 2024	To ensure better Corporate Governance

#### **INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY**

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company. Except as provided in this Red Herring Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “Annexure IX - Statement of Related Party Transaction” under chapter “Restated Financial Statement” on page 194 of this Red Herring Prospectus.

#### **OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL**

Except as stated in this Red Herring Prospectus, there are no other benefits payable to our Key Managerial Personnel.

#### **EMPLOYEES**

The details about our employees appear under the Paragraph titled —Human Resource in Chapter Titled — Business Overview beginning on page 123 of this Red Herring Prospectus.





## OUR PROMOTERS & PROMOTER GROUP

Mr. Rahul Kamleshbhai Dhyani and Mr. Anish Tulshibhai Patel are the promoters of our Company.

As on the date of this Red Herring Prospectus, Mr. Rahul Kamleshbhai Dhyani and Mr. Anish Tulshibhai Patel are holding 1,33,41,600 Equity Shares which constitute 95.30% of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

### Details of our Promoters: -

	<b>Mr. Anish Tulshibhai Patel, Managing Director</b>	
	<b>Qualification</b>	Masters in Information Technology & Computer Science
	<b>Date of Birth</b>	27/09//1980
	<b>Age</b>	44 Years
	<b>Address</b>	A-104, Sagun Castle Appts Behind Satellite Complex, Ambavadi Vihar, Ahmadabad-
	<b>Experience</b>	06 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	ALJPP0048B
	<b>No. of Equity Shares held in CCL[% of Shareholding (Pre-Issue)]</b>	66,70,800 Equity Shares of ₹ 10 each; 47.65% of Pre- issue Paid up capital
	<b>DIN</b>	07823715
	<b>Other Interests</b>	<b>HUF:</b> Anish Tulshibhai Patel HUF <b>Partnership:</b> Nilkanth Film Fiesta <b>Directorship:</b> - Connplex Sky Theatres Private Limited - Connplex Home Theatre Private Limited
	<b>Mr. Rahul Kamleshbhai Dhyani, Joint Managing Director</b>	
	<b>Qualification</b>	Bachelor of Commerce
	<b>Date of Birth</b>	24/06/1980
	<b>Age</b>	45 Years
	<b>Address</b>	39, Shreenath Bungalows, Opp. Yash Complex, Gotri Road, Vadodara-390021, Gujarat, India
	<b>Experience</b>	06 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AFTPD0320C
	<b>No. of Equity Shares held in CCL [% of Shareholding (Pre Issue)]</b>	66,70,800 Equity Shares of ₹ 10 each; 47.65% of Pre- issue Paid up capital
	<b>DIN</b>	05172592
	<b>Other Interests</b>	<b>Partnership:</b> Nilkanth Film Fiesta <b>HUF:</b> Rahul Dhyani HUF <b>Directorship:</b> Connplex Sky Theatres Private Limited Connplex Home Theatre Private Limited



## **Declaration**

We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of the Promoters which are available have been submitted to NSE Limited at the time of filing of Red Herring Prospectus with them.

*Present Promoters of Our Company are Mr. Rahul Kamleshbhai Dhyani and Mr. Anish Tulshibhai Patel.*

*Initial subscribers to the MoA of our Company were Mr. Kishan Lal, Mrs. Shakuntala, Mr. Subham Shukla, Mr. Shivank Parashar, Mr. Nitin Gupta, Mr. Rohit Dandriyal, Mr. Sushil Pant. For details of the shareholding acquired by the current promoter of our Company refer the capital buildup of our Promoter under chapter "Capital Structure" beginning on page 61 of this Red Herring Prospectus.*

## **Undertaking/ Confirmations**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.

Except as disclosed in chapter titled "Outstanding Litigations and Material Developments" beginning on Page 207 of this Red Herring Prospectus, there are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.

The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled "Outstanding Litigations and Material Developments" beginning on page 207 of this Red Herring Prospectus.

None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the promoter group members nor our Group Company have been declared as a willful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

## **Common Pursuits/ Conflict of Interest**

Except Connplex Home Theatre Pvt Ltd, Connplex Sky Theatre Pvt Ltd and Nilkanth Film Fiesta which is engaged in the business of entertainment, none of the promoter group entities and group companies are engaged in similar line of business. However, there is no business activity in the Connplex Home Theatre Pvt Ltd. & Connplex Sky Theatre Pvt Ltd at present.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

## **Interest in promotion of Our Company**

The Promoters are interested to the extent of their shareholding in the Company, and any dividend and distributions which may be made by the Company in future. The related party transactions are disclosed in "Financial information of our company" and "Our Management – Interest of Directors" and "Our Management – Interest of Key Managerial Personnel" on pages 194 and 174 of this Red Herring Prospectus, respectively.

### **Interest in the property of Our Company**

Except as mentioned in this Red Herring Prospectus, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us till date of filing the Red Herring Prospectus with RoC.

### **Other Interest of Promoters**

Our Promoters Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani are interested to the extent of their shareholding and shareholding of their relatives in our Company. Our Promoters, Mr. Anish Patel and Mr. Rahul Kamleshbhai Dhyani who are also the Managing Director and Joint Managing Director respectively of our Company may be deemed to be interested to the extent of their remuneration/sitting fees as per the terms of their appointment and reimbursement of expenses payable to them. Our Promoters may also be deemed interested to the extent of any unsecured loan given/taken by them to/from our Company.

- Except as stated in “Annexure – IX - Restated Related Party Transactions” under section “Restated Financial Information beginning from page no. 194 of this Red Herring Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoter do not have any other interest in our business.
- Further, our Promoter may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Annexure–IX- Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no 194 of this Red Herring Prospectus.
- Our Promoter, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Red Herring Prospectus.
- Except as otherwise as stated in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Red Herring Prospectus in which Promoter is directly or indirectly interested.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Red Herring Prospectus or proposes to enter into any such contract in which our Promoter are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

### **Experience of Promoters in the line of business**

Our Promoters Mr. Anish Tulshibhai Patel and Mr. Rahul Kamleshbhai Dhyani have experience of 06 years each in the line of business of the company. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

For the transactions with our Promoter Group entities please refer to section titled “Annexure – IX Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 194 of this Red Herring Prospectus.

Except as stated in “Annexure – IX Restated Statement of Related Party Transactions” beginning under chapter titled “Restated Financial Statements” on page 194 of this Red Herring Prospectus., and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

### **Payment or Benefit to Promoters of Our Company**

For details of payments or benefits paid to our Promoters, please refer to the chapter titled “Our Management” beginning on page 174



of this Red Herring Prospectus. Also refer Annexure IX on “Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 194 of this Red Herring Prospectus.

### **Companies / Firms from which the Promoter have disassociated themselves in the last (3) three years**

Except Vansh Entertainment and Ultimate Entertainment, Our Promoters have not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Red herring Prospectus.

### **Other ventures of our Promoters**

Save and except as disclosed in this section titled “Our Promoters and Promoter Group” and “Information with respect of Group Companies” beginning on page 189 and 230 respectively of this Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Red Herring Prospectus.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page 207 of this Red Herring Prospectus.

## **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

### **1. Natural Persons who are part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

<b>Relationship</b>	<b>Anish Tulshibhai Patel</b>	<b>Rahul Kamleshbhai Dhyani</b>
<b>Father</b>	T K Patel	Kamlesh Jayantilal Dhyani
<b>Mother</b>	Indumati Patel	Late Dinaxiben Kamleshbhai Dhyani
<b>Spouse</b>	Poonam A Patel	Archana Rahul Dhyani
<b>Brother</b>	--	--
<b>Sister</b>	Chetana Shaileshbhai Patel	Megha Keyur Joshi
<b>Son</b>	--	Armaan Dhyani
<b>Daughter</b>	Patel Tvisha Anish Aariana Anish Patel	--
<b>Spouse's Father</b>	Dharamshibhai Kalyanbhai Patel	Kantilal Keshulal Joshi
<b>Spouse's Mother</b>	Hasumatiben Dharamshibhai Patel	Vandana Joshi
<b>Spouse's Brother</b>	Patel Vipulkumar D	Parth Kantilal Joshi
<b>Spouse's Sister</b>	--	--

### **2. Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

- Connplex Sky Theatres Private Limited
- Connplex Home Theatre Private Limited
- Nilkanth Film Fiesta
- Rahul Dhyani HUF
- Anish Tulshibhai Patel HUF



## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in last five years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

For details of risks in relation to our capability to pay dividend, see "Risk Factors" – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.





**SECTION IX - FINANCIAL INFORMATION OF OUR COMPANY**

**RESTATED FINANCIAL STATEMENTS**

<b>Particulars</b>		<b>Page No.</b>	
Restated Financial Statement		F1-F31	



**A Y & COMPANY**  
505, Fifth Floor, ARG Corporate Park  
Gopal Bari, Ajmer Road, Jaipur (Raj.)  
TEL NO. - +91-9649687300,  
Email: info@aycompany.co.in

**INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION**  
**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

**To,**  
**The Board of Directors,**  
**CONNPLEX CINEMAS LIMITED**

Dear Sir,

We have examined the attached Restated Audited Financial Information of Connplex Cinemas Limited comprising the Restated Audited Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 & March 31, 2023, the Restated Audited Statement of Profit & Loss, the Restated Audited Cash Flow Statement for the financial year ended March 31, 2025, March 31, 2024 & March 31, 2023, the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on July 10, 2025, for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") as amended (ICDR Regulations"); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note").

The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Chennai in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the financial year ended March 31, 2025, March 31, 2024 & March 31, 2023 on the basis of preparation stated in ANNEXURE – IV to the Restated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated October 15, 2024, in connection with the proposed IPO of equity shares of the Company; The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- b) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and ,
- c) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited Financial Statement for the financial year ended March 31, 2025, March 31, 2024 & March 31, 2023, prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India and which have been approved by the board of directors.

- b) We have audited the special purpose financial information of the Company for the Period ended March 31, 2025 prepared by the Company in accordance with the AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report July 10, 2025 on these special-purpose financial information to the Board of Directors who have approved these in their meeting held on July 10, 2025.

For the purpose of our examination, we have relied on:

a) Auditors’ Report issued by the statutory Auditor Nalin K Thakkar & Co. (the “Statutory Auditors”) dated July 07, 2025, September 12, 2024 & September 08, 2023 for the Financial Year ended on March 31, 2025; March 31, 2024 & March 31, 2023 respectively.

b) The audit was conducted by the Company’s statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement”) examined by them for the said years.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the Year ended on March 31, 2025, March 31, 2024 & March 31, 2023:-

- a) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by Nalin K Thakkar & Co. for the Year Ended on March 31, 2025, March 31, 2024 & March 31, 2023 which would require adjustments in this Restated Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this report;
- f) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement.
- i) The Company has not paid any dividend since its incorporation.
- j) The related party transaction for purchase & sales of services entered by the company are at arm’s length.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The “Restated Statement of Assets and Liabilities” as set out in ANNEXURE – I to this report, of the Company as at Year Ended on March 31, 2025, March 31, 2024 & March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.

- b) The “Restated Statement of Profit and Loss” as set out in ANNEXURE – II to this report, of the Company for the Year Ended on March 31, 2025, March 31, 2024 & March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.
- c) The “Restated Statement of Cash Flow” as set out in ANNEXURE – III to this report, of the Company for the Year Ended on March 31, 2025, March 31, 2024 & March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the Year Ended on March 31, 2025, March 31, 2024 & March 31, 2023 proposed to be included in the Red Herring Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Statement of Share Capital, Reserves And Surplus	Note – I.1 & I.2
Restated Statement of Long Term Borrowings	Note – I.3
Restated Statement of Other Non Current Liabilities	Note – I.4
Restated Statement of Deferred Tax Liabilities	Note – I.5
Restated Statement of Long Term Provisions	Note – I.6
Restated Statement of Short Term Borrowings	Note – I.7
Restated Statement of Trade Payables	Note – I.8
Restated Statement of Other Current Liabilities And Short Term Provisions	Note – I.9 & Note – I.10
Restated Statement of Fixed Assets	Note – I.11
Restated Statement of Long Term Loans & Advances	Note – I.12
Restated Statement of Other Non Current Assets	Note – I.13
Restated Statement of Other Current Investments	Note – I.14
Restated Statement of Inventories	Note – I.15
Restated Statement of Trade Receivables	Note – I.16
Restated Statement of Cash & Cash Equivalents	Note – I.17
Restated Statement of Short Term Loans & Advances	Note – I.18
Restated Statement of Other Current Assets	Note – I.19
Restated Statement of Revenue from Operations	Note – II.1
Restated Statement of Other Income	Note – II.2
Restated Statement of Purchase of Stock in Trade	Note – II.3
Restated Statement of Changes in Inventories of Finished goods, WIP & Stock in Trade	Note – II.4
Restated Statement of Professional Charge & Direct Expense	Note – II.5
Restated Statement of Employee Benefit Expenses	Note – II.6
Restated Statement of Finance Cost	Note – II.7
Restated Statement of Depreciation & Amortisation	Note – II.8
Restated Statement of Other Expenses	Note – II.9
Restated Statement of Deferred Tax Asset / Liabilities	Note – II.10
Restated Statement of Earnings per Share	Note -- II.11
Restated Statement of Other Disclosure to the Restated Financial	Note – V
Restated Statement of Statement of Accounting & Other Ratios	Note – VI
Restated Statement of Capitalization	Note – VII
Restated Statement of Tax Shelter	Note – VIII
Restated statement of Related party transaction	Note – IX
Restated statement of Dividend	Note – X
Restated statement of Change in Significant Accounting Policies	Note – XI
Restated statement of Contingent Liabilities	Note – XII

In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above financial information contained in ANNEXURE – I to XII of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For, M/s A Y & CO.**  
**Chartered Accountants**  
**Firm Registration Number: - 020829C**  
**Peer Review No. –017157**

**CA Arpit Gupta**  
**(Partner)**  
**Membership No.421544**  
**UDIN – 25421544BMIVCI2647**  
**Date: July 10, 2025**  
**Place: Ahmedabad**



**Connplex Cinemas limited**  
(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)  
ANNEXURE - I

**STANDALONE STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>I</b>	<b>EQUITY AND LIABILITIES</b>				
	1. Shareholders' funds				
	(a) Share Capital	I.1	1,400.00	50.00	50.00
	(b) Reserves and surplus	I.2	1,043.98	493.00	84.25
	<b>Sub Total Shareholders Funds (A)</b>		<b>2,443.98</b>	<b>543.00</b>	<b>134.25</b>
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	57.65	21.94	26.94
	(b) Other Non-current Liabilities	I.4	2,000.18	2,211.69	2,347.19
	(c) Deferred Tax liability (Net)	I.5	8.89	9.60	10.27
	(d) Long-term provisions	I.6	16.14	10.60	-
	<b>Sub Total Non Current Liabilities (B)</b>		<b>2,082.86</b>	<b>2,253.83</b>	<b>2,384.40</b>
	3. Current liabilities				
	(a) Short-term borrowings	I.7	14.06	5.00	5.01
	(b) Trade payables	I.8			
	i) Total Outstanding dues of Micro & Small Enterprises		187.09	-	-
	ii) Total Outstanding dues Creditors other than Micro & Small Enterprises		433.17	539.18	150.70
	(c) Other current liabilities	I.9	272.96	155.10	97.08
	(d) Short-term provisions	I.10	678.10	143.56	24.20
	<b>Sub Total Current Liabilities (C)</b>		<b>1,585.38</b>	<b>842.84</b>	<b>276.99</b>
	<b>TOTAL (A+B+C)</b>		<b>6,112.22</b>	<b>3,639.67</b>	<b>2,795.65</b>
<b>II.</b>	<b>ASSETS</b>				
	<b>1. Non-current assets</b>				
	(a) Property, Plant and Equipment and Intangible assets				
	(i) Tangible Assets	I.11	1,021.38	907.03	743.65
	(ii) Intangible Asset	I.11	0.15	0.23	0.31
	(ii) Intangible Asset Under Development	I.11	-	-	-
	(ii) Capital Work in Progress	I.11	243.84	318.89	292.75
	(b) Non-current investments		-	-	-
	(c) Long-term loans and advances	I.12	250.00	151.06	145.00
	(d) Deferred Tax Assets (Net)	I.5	-	-	-
	(e) Other Non Current Assets	I.13	523.82	259.59	90.11
	<b>Sub Total Non Current Assets (A)</b>		<b>2,039.19</b>	<b>1,636.80</b>	<b>1,271.81</b>
	<b>2. Current assets</b>				
	(a) Current Investments	I.14	889.67	545.48	500.00
	(b) Inventories	I.15	737.67	438.86	202.72
	(c) Trade receivables	I.16	1,314.18	378.05	124.28
	(d) Cash and Bank Balances	I.17	190.69	337.65	385.11
	(e) Short-term loans and advances	I.18	280.45	58.63	143.43
	(f) Other Current Assets	I.19	660.38	244.20	168.30
	<b>Sub Total Current Assets (B)</b>		<b>4,073.03</b>	<b>2,002.87</b>	<b>1,523.84</b>
	<b>TOTAL (A+B)</b>		<b>6,112.22</b>	<b>3,639.67</b>	<b>2,795.65</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**For A Y & Company**  
Chartered Accountants  
Firm's Registration No: 020829C

**For and on behalf of the Board of Directors**  
**Connplex Cinemas limited**  
(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)

**Arpit Gupta**  
Partner  
M No.421544  
UDIN: 25421544BMIVCI2647

**Anish Tulshibhai Patel**  
Managing Director  
(DIN : 07823715)

**Rahul Kamleshbhai Dhyani**  
Jt. Managing Director  
(DIN : 05172592)

**Pujan Ashvinbhai Thakkar**  
Chief Financial Officer  
PAN: BSMPT5589C

**Ratika Khandelwal**  
Company Secretary  
M.No. : A36498

Place: Ahmedabad  
Date: 10.07.2025

Date: 10.07.2025

**Connplex Cinemas limited**  
**(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)**  
**ANNEXURE - II**  
**CONSOLIDATED STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	For the Year Ended On		
			March 31, 2025	March 31, 2024	March 31, 2023
<b>I</b>	Revenue from operations	II.1	9,560.96	6,029.74	2,536.91
<b>II</b>	Other Income	II.2	117.22	53.53	23.90
<b>III</b>	<b>Total Income (I+II)</b>		<b>9,678.18</b>	<b>6,083.27</b>	<b>2,560.81</b>
	<b>Expenses:</b>				
	(a) Cost of services		-	-	-
	(b) Purchases of stock-in-trade	II.3	3,658.33	3,156.20	953.96
	(c) Changes in inventories of finished goods and work-in- progress	II.4	(298.81)	(236.14)	(190.46)
	(d) Professional Charge & Direct Expense	II.5	2,089.74	1,509.15	976.43
	(e) Employee benefits expense	II.6	524.59	354.54	200.61
	(f) Finance costs	II.7	11.14	5.65	3.94
	(g) Depreciation and amortisation expense	II.8	156.00	115.88	64.29
	(h) Other expenses	II.9	959.56	626.53	333.51
<b>IV</b>	<b>Total expenses</b>		<b>7,100.54</b>	<b>5,531.80</b>	<b>2,342.28</b>
<b>V</b>	<b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>		<b>2,577.64</b>	<b>551.47</b>	<b>218.53</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-
<b>VII</b>	<b>Profit /(Loss) before tax (V-VI)</b>		<b>2,577.64</b>	<b>551.47</b>	<b>218.53</b>
<b>VIII</b>	<b>Tax expense:</b>				
	(a) Current tax expense		677.36	143.39	24.20
	(b) Short/(Excess) provision of tax for earlier years		-	-	-
	(c) Deferred tax charge/(credit)	II.10	(0.71)	(0.67)	29.48
			<b>676.65</b>	<b>142.72</b>	<b>53.69</b>
<b>IX</b>	<b>Profit after tax for the year (VII-VIII-IX)</b>		<b>1,900.99</b>	<b>408.75</b>	<b>164.84</b>
<b>XII</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.11			
	(a) Basic (in ₹)		13.58	2.92	1.18
	(b) Diluted (in ₹)		13.58	2.92	1.18

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**For A Y & Company**  
**Chartered Accountants**  
**Firm's Registration No: 020829C**

**For and on behalf of the Board of Directors**  
**Connplex Cinemas limited**  
**(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)**

**Arpit Gupta**  
**Partner**  
**M No.421544**  
**UDIN: 25421544BMIVCI2647**

**Anish Tulshibhai Patel**  
**Managing Director**  
**(DIN : 07823715)**

**Rahul Kamleshbhai Dhyani**  
**Jt. Managing Director**  
**(DIN : 05172592)**

**Pujan Ashvinbhai Thakkar**  
**Chief Financial Officer**  
**PAN: BSMPT5589C**

**Ratika Khandelwal**  
**Company Secretary**  
**M.No. : A36498**

**Place: Ahmedabad**  
**Date: 10.07.2025**

**F-6**  
**Place: Ahmedabad**  
**Date: 10.07.2025**

**Connplex Cinemas limited**  
**(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)**  
**ANNEXURE - III**  
**CONSOLIDATED STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax and Exceptional items	2,577.64	551.47	218.53
Adjustment For:			
(a) Depreciation and Amortization	156.00	115.88	64.29
(b) Finance Charges	11.14	5.65	3.94
(c) (Gain)/Loss on Sale of Investment/Fixed Assets	(58.33)	(3.34)	-
(d) Provision for Gratuity & Leave encashment	5.93	10.77	-
(e) Interest income	(39.16)	(38.27)	(16.21)
Operating Profit before Working Capital Changes	<b>2,653.22</b>	<b>642.15</b>	<b>270.55</b>
Adjustment For :			
(a) (Increase)/Decrease in Investments	(344.19)	(45.48)	(230.00)
(b) (Increase)/Decrease in Inventories	(298.81)	(236.14)	(190.46)
(c) (Increase)/Decrease in Trade Receivables	(936.13)	(253.77)	(37.09)
(d) (Increase)/Decrease in Loans & Advances	(221.82)	84.80	(17.01)
(e) (Increase)/Decrease in Other Assets	(416.18)	(75.90)	73.35
(f) Increase /(Decrease) in Trade Payables	81.08	388.48	5.46
(g) Increase /(Decrease) in Other Liabilities	117.86	58.02	43.16
(h) Increase /(Decrease) in Short Term Provisions	-	-	-
(g) Increase / ( Decrease ) in Other Non Current Liabilities	(211.51)	(135.50)	964.72
<b>CASH GENERATED FROM OPERATIONS</b>	<b>423.52</b>	<b>426.66</b>	<b>882.68</b>
Less : Direct Taxes paid (Net of Refund)	(143.23)	(24.20)	-
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>280.29</b>	<b>402.46</b>	<b>882.68</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>280.29</b>	<b>402.46</b>	<b>882.68</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(a) Purchase of Fixed Assets	(434.32)	(357.05)	(689.09)
(b) Sale of Fixed Assets	239.12	51.72	141.16
(c) (Increase) / Decrease in Investment	-	-	-
(d) (Increase ) / Decrease in Long term loans and advances	(98.94)	(6.06)	-
(e) (Increase ) / Decrease in Non Current Assets	(264.23)	(169.48)	(84.70)
(f) Interest and Investment Incomes	97.49	41.61	16.21
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(460.89)</b>	<b>(439.26)</b>	<b>(616.41)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(a) Increase/(Decrease) in Long Term Borrowing (Net)	35.71	(5.00)	26.52
(b) Increase/(Decrease) in Short Term Borrowing (Net)	9.06	(0.01)	0.89
(c) Interest Paid	(11.14)	(5.65)	(3.94)
(d) Proceeds from Share Capital & Security Premium	-	-	-
<b>NET CASH FLOW IN FINANCING ACTIVITIES (C)</b>	<b>33.63</b>	<b>(10.66)</b>	<b>23.47</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>			
<b>(A)+(B)+(C )</b>	(146.96)	(47.46)	289.74
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>337.65</b>	<b>385.11</b>	<b>95.37</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>190.69</b>	<b>337.65</b>	<b>385.11</b>

As per our Report of even date

**For A Y & Company**  
**Chartered Accountants**  
**Firm's Registration No: 020829C**

**For and on Behalf of the Board**  
**Connplex Cinemas limited**  
**(PREVIOUSLY KNOWN AS VCS INDUSTRIES LIMITED)**

**Arpit Gupta**  
**M No.421544**  
**UDIN: 25421544BMIVCI2647**

**Anish Tulshibhai Patel**  
**Managing Director**  
**(DIN : 07823715)**

**Rahul Kamleshbhai Dhyani**  
**Jt. Managing Director**  
**(DIN : 05172592)**

**Pujan Ashvinbhai Thakkar**  
**Chief Financial Officer**  
**PAN: BSMPT5589C**

**Ratika Khandelwal**  
**Company Secretary**  
**M.No. : A36498**

**Place: Ahmedabad**  
**Date: 10.07.2025**

**Place: Ahmedabad**  
**Date: 10.07.2025**

## ANNEXURE IV

### SIGNIFICANT ACCOUNT POLICES AND NOTES TO ACCOUNTS AS RESTATED

#### 1. Corporate Information :

**Connplex Cinemas Limited (formerly known as VCS Industries Limited)** (“the Company”) was incorporated in India on September 01, 2015 under the provision of the Companies Act, 2013 with CIN: U74110GJ2015PLC111882.

Name of the company has been changed from VCS INDUSTRIES LIMITED to CONNPLEX CINEMAS LIMITED on August 14, 2024.

#### **Business Activity:**

The company is engaged in the business of development of theaters, entering into the franchisee agreements for sharing revenue of screening of movies, Income from CAPEX, sale of food & beverages and Sharing of Revenue from sale of Food & Beverages at Various Franchised Cinema and other related business under the Brand name “CONNPLEX” and other Brands under the name of Company. The Company is also running the business under the models like FOFO (Franchisee owned Franchisee operated) and FOCO (Franchisee owned Company operated).

#### **Place of Business:**

The registered office of the company is at 703, Titanium One, Near Pakwan Cross Road, S.G. Highway, Bodakdev, Ahmedabad Gujarat 3800 54 .

#### 2. Significant Accounting Policies:

##### **Basis of Accounting**

Unless otherwise stated the Accounts of the Company have been drawn up on Accrual Basis and under historical cost convention.

##### **Sales/Receipts and sales tax:**

Sales are recognized on passage of title of goods to customer which generally coincides with the delivery of goods. The sale is net of trade discounts. Goods rejected/returned are accounted for in the year of return or rejection. The following specific recognition criteria must also be met before revenue is recognized.

##### **a. Income from Set up of the cinemas:**

The cinemas have been developed by the Company at the place owned by the lessors or in the possession of the franchisee, by making available required materials and services at those places in Gujarat and other States like Bihar, Maharashtra, Telangana, Rajasthan, Delhi, Himachal Pradesh, Punjab, Odisha, and Karnataka as per terms of agreement. A license to run the cinema is taken in the name of franchisee. The cost of set up is recognized by the company in its books as income on completion of the theater when ready for use.

##### **b. Sales of Services:**

Revenue from sale of tickets and Foods and Beverages is recognized when the related services is provided to the customer. The receipts of the same are received in the bank account of the company and relevant share of the franchisee after deducting relevant expenditure is paid as per agreement between the related parties. Thus the sale of food and beverages is shown as income by franchisee in its books of accounts and GST on the same is paid by them. Income in respect of other related services are recognized on the basis of transfer of risk and rewards as well as passage of title to services.

**Inventories are valued as under:**

- (a) Raw Materials : At cost
- (b) Finished Goods : At lower of cost (including production overheads) or net realizable value
- (c) Work in Process : At lower of cost (including production overheads) or net realizable value

**Property, Plant and Equipment:**

Property, Plant and Equipment are valued on the basis of Cost Model, i.e. they are shown at cost net of duties and taxes which are subsequently recoverable from taxing authorities, discounts or rebates and as reduced by the amount of accumulated depreciation. The cost of property, plant and equipment comprises of purchase price, borrowing cost and any other costs incurred for bringing the asset to its working condition for intended use, adjustments on account of changes in foreign exchange rate.

Asset which are under process is shown under Capital Work in Progress and all the cost incurred for such asset has been added to the cost of asset in the year of its actual year in which it is put to use.

Some of the Property, Plant and Equipment shown in the Balance Sheet are installed and used at various franchisee locations.

Depreciation on property, plant and equipment is provided using straight line method over their useful life and in the manner prescribed in Schedule II to the Companies Act, 2013.

**Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost.

The amortization period and the amortization method are reviewed at the end of each financial year. Gains and losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**Impairment of tangible and intangible assets:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and it written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**Employee benefits****- Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salaries and wages, bonus. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is charged to the Statement of profit and loss in the period in which such services are rendered.

- **Post-employment benefits**

Defined benefit plan:

The Company has calculated the gratuity liability for fifteen days per month based on the last basic salary drawn by the employee for every completed year of service or part thereof in excess of six months. The gratuity liability recognized in the Balance sheet represents the gratuity liability and as reduced by the fair value of the said assets. Gratuity based upon actuarial valuation done at the end of every financial year using 'Projected Unit Credit Method'.

**Investments:**

Investments are classified into long term and short term investment. Long term investments are stated at cost while short term investments are stated at cost or market value whichever is lower.

**Earnings per Share:**

Earning per shares has been arrived by taking into consideration the profit after tax divided by the weighted average number of shares for the relevant financial year. The same is arrived as per AS-20 to determine the comparison of performance among different enterprises for the same enterprises. Separate disclosures have been made for the earnings per share excluding extraordinary items.

**Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingents Assets are neither recognized nor disclosed in the financial statement.

**Income Taxes:**

The expenses comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier year. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed depreciation on carry forward tax losses all deferred tax assets are recognized only if there is virtual certainty supported in convincing evidence that they can be realized against future taxable profits.

At each Balance Sheet date the Company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain of virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.



The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes down the carrying amount of deferred tax assets to the extent it is no longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

**Borrowing Cost:**

General and specific borrowing costs directly attributable to acquisition/construction or production of qualifying assets (net of income earned on temporary deployment of funds) are capitalized as part of cost of such assets up to the date when such assets are ready for the intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

**Annexure - I.1****Restated Statement of Share Capital****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b><u>Authorised Capital*</u></b>			
No. of Equity Shares of ₹ 10/- each	20,000,000	500,000	500,000
Authorised Equity Share Capital In Rs.	2,000.00	50.00	50.00
<b><u>Issued, Subscribed &amp; Fully Paid up#</u></b>			
No. of Equity Shares of ₹ 10/- each	14,000,000	500,000	500,000
Issued, Subscribed & Fully Paid up Share Capital In Rs.	1,400.00	50.00	50.00
<b>Total</b>	<b>1,400.00</b>	<b>50.00</b>	<b>50.00</b>

\*Company has increased authorised capital of the Company from Rs. 50.00 Lakh divided into 5 Lakhs Equity Shares of Rs. 10 each to Rs. 2000 Lakhs divided into 200 Lakhs Equity Shares of Rs. 10 Each in the Annual General Meeting of Shareholders of the company held on

#Company has allotted 1,35,00,000 Bonus Equity Shares of Rs. 10 each on November 21, 2024 in the ratio of 27:1 i.e. for every equity share, 27 bonus shares were issued.

**Reconciliation of the number of shares outstanding is set out below:-**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	500,000	500,000	500,000
<b>Add:-Shares Issued during the year</b>	-	-	-
Fresh Issue	-	-	-
Bonus Shares Issued#	13,500,000	-	-
<b>Less:Shares bought back during the year</b>			
<b>Shares outstanding at the end of the year</b>	<b>14,000,000</b>	<b>500,000</b>	<b>500,000</b>

\*Company has increased authorised capital of the Company from Rs. 50.00 Lakh divided into 5 Lakhs Equity Shares of Rs. 10 each to Rs. 2000 Lakhs divided into 200 Lakhs Equity Shares of Rs. 10 Each in the Annual General Meeting of Shareholders of the company held on September 02, 2024.

#Company has allotted 1,35,00,000 Bonus Equity Shares of Rs. 10 each on November 21, 2024 in the ratio of 27:1 i.e. for every equity share, 27 bonus shares were issued.

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

**Details of Shareholders holding more than 5 % shares:-**

Name of Shareholder	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Anish Tulshibhai Patel</b>			
Number of Shares	6,995,800	249,850	249,850
% of Holding	49.97%	49.97%	49.97%
<b>Rahul Kamleshbhai Dhyani</b>			
Number of Shares	6,995,800	249,850	249,850
% of Holding	49.97%	49.97%	49.97%

**Details of promoters holding shares:-**

Name of Shareholder	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Anish Tulshibhai Patel</b>			
Number of Shares	6,995,800	249,850	249,850
% of Holding	49.97%	49.97%	49.97%
<b>Rahul Kamleshbhai Dhyani</b>			
Number of Shares	6,995,800	249,850	249,850
% of Holding	49.97%	49.97%	49.97%

**Changes in Promoters Holding During the year**

Name of Shareholder	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Anish Tulshibhai Patel</b>			
Number of Shares	6,745,950.00	-	249,850.00
% of Holding	0.00%	0.00%	0.00%
<b>Rahul Kamleshbhai Dhyani</b>			
Number of Shares	6,745,950.00	-	249,850.00
% of Holding	0.00%	0.00%	0.00%

**Annexure - I.2**
**Restated Statement of Reserves And Surplus**
**(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>a. Securities Premium</b>	-	-	-
<b>b. Surplus in Statement of Profit &amp; Loss</b>			
<b>A/c</b>			
Opening balance	493.00	84.25	(80.59)
(+) Net Profit For the current year	1,900.99	408.75	164.84
Less: Prior Period Items	-	-	-
Less: Issue of Bonus Shares	(1,350.00)		
<b>Net Surplus in Statement of Profit and Loss</b>	<b>1,043.98</b>	<b>493.00</b>	<b>84.25</b>
<b>Total</b>	<b>1,043.98</b>	<b>493.00</b>	<b>84.25</b>

**Annexure - I.3**
**Restated Statement of Long Term Borrowings**
**(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b><u>Secured</u></b>			
Car Loan-BOB	10.45	12.64	14.64
Car Loan-Bank of India	27.69	-	-
Car Loan-HDFC	19.51	9.30	12.30
Car Loan	-	-	-
<b>Total Secured</b>	<b>57.65</b>	<b>21.94</b>	<b>26.94</b>
<b><u>Unsecured</u></b>			
From Related Parties	-	-	-
<b>Total Unsecured</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>57.65</b>	<b>21.94</b>	<b>26.94</b>

**ANNEXURE – I.3.1**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Laacs)**

Name of Lender	Purpose	Sanctioned Amount	Securities offered	Personal Guarantee	Rate of Interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books)
								31.03.2025
Bank of Baroda	Vehicle Loan	16.75	By Way of Hypothecation of Car	N/A	12.00%	Repayable in 96 EMI	NIL	12.64
Bank of India	Vehicle Loan	35.80	By Way of Hypothecation of Car	N/A	8.95%	Repayable in 72 EMI	NIL	32.70
HDFC Bank Limited	Vehicle Loan	15.93	By Way of Hypothecation of Car	N/A	8.00%	Repayable in 60 EMI	NIL	9.30
HDFC Bank Limited	Vehicle Loan	20.10	By Way of Hypothecation of Car	N/A	9.00%	Repayable in 60 EMI	NIL	17.07
<b>Total</b>		<b>88.58</b>						<b>71.71</b>

**Annexure - I.4****Restated Statement of Other Non-Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advance from Customers	2,000.18	2,211.69	2,347.19
<b>Total</b>	<b>2,000.18</b>	<b>2,211.69</b>	<b>2,347.19</b>

**Annexure - I.5****Restated Statement of Deferred Tax Liability/(Assets)****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Deferred Tax Liability</b>			
On account of timing difference in Net block as per books & as per Income Tax	8.89	9.60	10.27
<b>Deferred Tax Assets</b>			
On account of timing difference in Net block as per books & as per Income Tax	-	-	
<b>Total</b>	<b>(8.89)</b>	<b>(9.60)</b>	<b>(10.27)</b>

**Annexure - I.6****Restated Statement of Long Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provision for gratuity	16.14	10.60	-
<b>Total</b>	<b>16.14</b>	<b>10.60</b>	<b>-</b>

**Annexure - I.7****Restated Statement of Short Term Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Secured Borrowings</b>			
(a) Current Maturities of Long Term Debts	14.06	5.00	5.01
<b>Total</b>	<b>14.06</b>	<b>5.00</b>	<b>5.01</b>

**Annexure - I.8****Restated Statement of Trade Payable**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total Outstanding Due of Micro, Small and Medium Enterprises	187.09	-	-
Total Outstanding Due other than Micro, Small and Medium Enterprises	433.17	539.18	150.70
<b>Total</b>	<b>620.26</b>	<b>539.18</b>	<b>150.70</b>

**(a) Ageing schedule:****Balance as at 31th March 2025**

(₹ in Lakhs)

Particulars	Unbilled	Less Than 1 Years	1-2 years	2-3 years	More then 3 years	Total
(i) MSME	-	187.09	-	-	-	187.09
(ii) Others	-	414.12	19.04	-	-	433.16
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>601.22</b>	<b>19.04</b>	<b>-</b>	<b>-</b>	<b>620.26</b>

**Balance as at 31st March 2024**

(₹ in Lakhs)

Particulars	Unbilled	Less Than 1 Years	1-2 years	2-3 years	More then 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	527.65	11.53	-	-	539.18
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>527.65</b>	<b>11.53</b>	<b>-</b>	<b>-</b>	<b>539.18</b>

**Balance as at 31st March 2023**

(₹ in Lakhs)

Particulars	Unbilled	Less Than 1 Years	1-2 years	2-3 years	More then 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	146.53	4.17	-	-	150.70
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>146.53</b>	<b>4.17</b>	<b>-</b>	<b>-</b>	<b>150.70</b>

**(b) Dues payable to Micro and Small Enterprises:**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Principal amount remaining unpaid to any supplier as at the year end	187.09	-	-
Interest due on the above mention principal amount remaining unpaid to any supplier as at	1.37	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	1.37	-	-

**Annexure - I.9****Restated Statement of Other Current Liabilities**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Rent Deposit accepted from sub lease/ franchisee	67.85	59.65	0.00
Salary & Remuneration Payable	54.15	49.91	58.46
Advances from customer	14.67	2.59	0.38
Statutory Dues Payable	120.21	33.70	33.59
Provision for Audit fees	4.50	3.15	3.15
Provision for Bonus	-	2.00	1.50
Provision for MSME Interest	1.37	-	-
Provision For Expenses	5.90	-	-
Corporate Credit Card	4.31	4.10	-
<b>Total</b>	<b>272.96</b>	<b>155.10</b>	<b>97.08</b>

**Annexure - I.10****Restated Statement Short Term Provisions**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax	677.54	143.39	24.20
Provision for Gratuity	0.56	0.17	-
<b>Total</b>	<b>678.10</b>	<b>143.56</b>	<b>24.20</b>



Annexure - I.11  
Restated Statement of Property Plant & Equipment

As at March 31, 2025

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation/Amortization				Net Block		
		As At 31-Mar-24	Purchase during the period	Disposals	As at March 31, 2025	Upto 31-Mar-24	Dep.fund Adjstmt.	For the period	Disposals	As at March 31, 2025	As at March 31, 2025	As At 31-Mar-24
1	Electrical Installation	348.87	164.94	0.57	513.24	48.64	-	46.43	-	95.07	418.17	300.23
2	Vehicles	135.70	56.15	-	191.85	41.43	-	21.27	-	62.70	129.15	94.27
3	Plant & Machinery for Projection	80.79	5.96	-	86.75	10.48	-	5.92	-	16.40	70.35	70.31
4	Computers	30.94	16.08	1.13	45.89	11.70	-	10.55	0.62	21.63	24.26	19.24
5	Office Equipment	146.30	21.43	0.24	167.49	36.13	-	29.41	0.08	65.46	102.02	110.17
6	Furniture	379.19	45.86	43.82	381.23	66.36	-	42.34	4.91	103.79	277.44	312.83
7	Mobile Phone	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Tangible Assets</b>	<b>1,121.78</b>	<b>310.41</b>	<b>45.76</b>	<b>1,386.43</b>	<b>214.74</b>	<b>-</b>	<b>155.92</b>	<b>5.61</b>	<b>365.05</b>	<b>1,021.38</b>	<b>907.03</b>
	<b>Previous Year</b>	<b>842.59</b>	<b>279.19</b>	<b>-</b>	<b>1,121.78</b>	<b>98.95</b>	<b>-</b>	<b>115.80</b>	<b>-</b>	<b>214.74</b>	<b>907.03</b>	<b>743.65</b>
	<b>Intangible asset</b>											
	Software	0.46	-	-	0.46	0.23	-	0.08	-	0.31	0.15	0.31
	<b>Total</b>	<b>0.46</b>	<b>-</b>	<b>-</b>	<b>0.46</b>	<b>0.23</b>	<b>-</b>	<b>0.08</b>	<b>-</b>	<b>0.31</b>	<b>0.15</b>	<b>0.31</b>
	<b>Previous Year</b>	<b>0.46</b>	<b>-</b>	<b>-</b>	<b>0.46</b>	<b>0.15</b>	<b>-</b>	<b>0.08</b>	<b>-</b>	<b>0.23</b>	<b>0.23</b>	<b>0.31</b>
	<b>Capital WIP</b>											
	Asset under construction	318.89	123.91	198.97	243.84	-	-	-	-	-	243.84	318.89
	<b>Total</b>	<b>318.89</b>	<b>123.91</b>	<b>198.97</b>	<b>243.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>243.84</b>	<b>318.89</b>
	<b>Previous Year</b>	<b>292.75</b>	<b>77.86</b>	<b>51.72</b>	<b>318.89</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>318.89</b>	<b>292.75</b>
	<b>Total</b>	<b>1,441.12</b>	<b>434.32</b>	<b>244.73</b>	<b>1,630.72</b>	<b>214.97</b>	<b>-</b>	<b>156.00</b>	<b>5.61</b>	<b>365.36</b>	<b>1,265.37</b>	<b>1,226.23</b>

CWIP Ageing Schedule

(1) As at March 31, 2025

Intangible asset under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress - Computer Software Unizap	123.91	119.92			243.84

As at March 31, 2024

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation/Amortization				Net Block		
		As At 01-Apr-2023	Purchase during the period	Disposals	As At 31-Mar-24	Upto 01-Apr-2023	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-24	As At 31-Mar-24	As At 31-Mar-2023
1	Electrical Installation	205.01	143.86		348.87	22.25	-	26.39	-	48.64	300.23	182.76
2	Vehicles	123.26	12.44	-	135.70	26.26	-	15.17	-	41.43	94.27	97.00
3	Plant & Machinery for Projection	77.84	2.95		80.79	4.68	-	5.80	-	10.48	70.31	73.16
4	Computers	17.20	13.74		30.94	4.61		7.09	-	11.70	19.24	12.59
5	Office Equipment	103.14	43.16		146.30	12.89		23.24	-	36.13	110.17	90.25
6	Furniture	316.14	63.05		379.19	28.26		38.10	-	66.36	312.83	287.89
7	Mobile Phone	-			-	-				-	-	-
	<b>Total Tangible Assets</b>	<b>842.59</b>	<b>279.19</b>	<b>-</b>	<b>1,121.78</b>	<b>98.95</b>	<b>-</b>	<b>115.80</b>	<b>-</b>	<b>214.74</b>	<b>907.03</b>	<b>743.65</b>
	<b>Previous Year</b>	<b>452.77</b>	<b>464.96</b>	<b>75.14</b>	<b>842.59</b>	<b>46.74</b>	<b>-</b>	<b>64.20</b>	<b>11.99</b>	<b>98.95</b>	<b>743.65</b>	<b>406.04</b>
	<b>Intangible asset</b>											
	Software	0.46			0.46	0.15		0.08		0.23	0.23	0.31
	<b>Total</b>	<b>0.46</b>	<b>-</b>	<b>-</b>	<b>0.46</b>	<b>0.15</b>	<b>-</b>	<b>0.08</b>	<b>-</b>	<b>0.23</b>	<b>0.23</b>	<b>0.31</b>
	<b>Previous Year</b>	<b>0.46</b>	<b>-</b>	<b>-</b>	<b>0.46</b>	<b>0.06</b>	<b>-</b>	<b>0.09</b>	<b>-</b>	<b>0.15</b>	<b>0.31</b>	<b>0.40</b>
	<b>Capital WIP</b>											
	Asset under construction	292.75	77.86	51.72	318.89	-	-	-	-	-	318.89	292.75
	<b>Total</b>	<b>292.75</b>	<b>77.86</b>	<b>51.72</b>	<b>318.89</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>318.89</b>	<b>292.75</b>
	<b>Previous Year</b>	<b>146.63</b>	<b>224.13</b>	<b>78.01</b>	<b>292.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>292.75</b>	<b>146.63</b>
	<b>Total</b>	<b>1,135.80</b>	<b>357.05</b>	<b>51.72</b>	<b>1,441.12</b>	<b>99.10</b>	<b>-</b>	<b>115.88</b>	<b>-</b>	<b>214.97</b>	<b>1,226.15</b>	<b>1,036.70</b>

CWIP Ageing Schedule

(1) As at March 31, 2024

Intangible asset under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress - Computer Software Unizap	77.86	241.03			318.89

As at March 31, 2023

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation/Amortization					Net Block	
		As At 01-Apr-2022	Purchase during the period	Disposals	As At 31-Mar-23	Upto 01-Apr-2022	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-23	As At 31-Mar-23	As At 31-Mar-2022
1	Electrical Installation	145.09	86.94	27.02	205.01	10.34	-	14.96	3.05	22.25	182.76	134.75
2	Vehicles	88.73	34.53	-	123.26	14.73	-	11.53	-	26.26	97.00	74.00
3	Plant & Machinery for Projection	14.89	62.95	-	77.84	0.70	-	3.98	-	4.68	73.16	14.19
4	Computers	5.49	12.53	0.82	17.20	2.20	-	3.45	1.04	4.61	12.59	3.29
5	Office Equipment	31.79	84.01	12.66	103.14	6.22	-	11.38	4.71	12.89	90.25	25.57
6	Furniture	166.78	184.00	34.64	316.14	12.55	-	18.90	3.19	28.26	287.89	154.24
7	Mobile Phone	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Tangible Assets</b>	<b>452.77</b>	<b>464.96</b>	<b>75.14</b>	<b>842.59</b>	<b>46.74</b>	<b>-</b>	<b>64.20</b>	<b>11.99</b>	<b>98.95</b>	<b>743.65</b>	<b>406.04</b>
	<b>Previous Year</b>	<b>157.56</b>	<b>304.62</b>	<b>9.41</b>	<b>452.77</b>	<b>15.21</b>	<b>-</b>	<b>31.52</b>	<b>0.01</b>	<b>46.74</b>	<b>406.04</b>	<b>142.35</b>
	<b>Intangible asset</b>											
	Software	0.46	-	-	0.46	0.06	-	0.09	-	0.15	0.31	0.40
	<b>Total</b>	<b>0.46</b>	<b>-</b>	<b>-</b>	<b>0.46</b>	<b>0.06</b>	<b>-</b>	<b>0.09</b>	<b>-</b>	<b>0.15</b>	<b>0.31</b>	<b>0.40</b>
	<b>Previous Year</b>	<b>0.11</b>	<b>0.34</b>	<b>-</b>	<b>0.46</b>	<b>0.01</b>	<b>-</b>	<b>0.05</b>	<b>-</b>	<b>0.06</b>	<b>0.40</b>	<b>0.10</b>
	<b>Capital WIP</b>											
	Asset under construction	146.63	224.13	78.01	292.75	-	-	-	-	-	292.75	146.63
	<b>Total</b>	<b>146.63</b>	<b>224.13</b>	<b>78.01</b>	<b>292.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>292.75</b>	<b>146.63</b>
	<b>Previous Year</b>	<b>86.84</b>	<b>59.79</b>	<b>-</b>	<b>146.63</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>146.63</b>	<b>86.84</b>
	<b>Total</b>	<b>599.86</b>	<b>689.09</b>	<b>153.15</b>	<b>1,135.80</b>	<b>46.80</b>	<b>-</b>	<b>64.29</b>	<b>11.99</b>	<b>99.10</b>	<b>1,036.70</b>	<b>553.06</b>

CWIP Ageing Schedule

(1) As at March 31, 2024

Intangible asset under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress - Computer Software Unizap	224.13	68.62			292.75

**Annexure - I.12****Restated Statement of Long Term Loans & Advances**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advance for Property (Unsecured, Considered Good)	250.00	151.06	145.00
<b>Total</b>	<b>250.00</b>	<b>151.06</b>	<b>145.00</b>

**Annexure - I.13****Restated Statement of Non Current Asset**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Security Deposit	132.84	45.09	11.60
Rent Deposit	360.88	194.32	77.91
Vendor Deposit	30.10	20.18	0.60
<b>Total</b>	<b>523.82</b>	<b>259.59</b>	<b>90.11</b>

**Annexure - I.14****Restated Statement of Current Investments**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Overnight Fund Collection at Axis Bank	377.68	34.42	-
Market Value as on 31.03.2025 was Rs. 379.93 Lakhs)			
Investment in Fixed Deposits	511.99	511.06	500.00
<b>Total</b>	<b>889.67</b>	<b>545.48</b>	<b>500.00</b>

**Annexure - I.15****Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Stock in Hand	696.06	414.05	186.72
WIP Stock	41.61	24.81	16.00
<b>Total</b>	<b>737.67</b>	<b>438.86</b>	<b>202.72</b>

**Annexure - I.16****Restated Statement of Trade receivables**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Secured Considered Good	-	-	-
Unsecured Considered Good	1,314.18	378.05	124.28
Doubtful	-	-	-
<b>Total</b>	<b>1,314.18</b>	<b>378.05</b>	<b>124.28</b>

**Aging of receivables**

As at 31.03.2025

Particulars	Unbilled	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>						
Trade receivables - Considered good	14.66	1,050.34	74.56	99.16	75.46	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Total</b>	<b>14.66</b>	<b>1,050.34</b>	<b>74.56</b>	<b>99.16</b>	<b>75.46</b>	<b>-</b>

As at 31/03/2024

Particulars	Unbilled	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>						
Trade receivables - Considered good	-	296.72	28.26	49.48	3.59	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Total</b>	-	296.72	28.26	49.48	3.59	-

As at 31/03/2023

Particulars	Unbilled	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>						
Trade receivables - Considered good	-	-	48.99	75.29	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Total</b>	-	-	48.99	75.29	-	-

**Annexure - I.17**

**Restated Statement of Cash and Bank Balance**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Cash and Cash Equivalents</b>			
Bank Balance			
(i) In current accounts	183.94	337.07	385.04
(ii) In fixed deposit*			
Fixed Deposit Axis Bank	-	-	-
Cash on Hand	6.75	0.58	0.07
<b>Total</b>	<b>190.69</b>	<b>337.65</b>	<b>385.11</b>

\*FDR Against Bank Guarantee

**Annexure - I.18**

**Restated Statement of Short Term Loans And Advances**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
<b>Unsecured, Considered Good</b>			
Advance to Suppliers	279.29	57.90	142.70
Other Advances	1.16	0.73	0.73
<b>Total</b>	<b>280.45</b>	<b>58.63</b>	<b>143.43</b>

**Annexure - I.19**

**Restated Statement of Other current assets**

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance with Revenue Authorities	614.68	222.42	164.21
Interest Receivable	10.33	13.07	3.09
Prepaid Expenses	17.99	8.67	0.99
GST Payable by BMS	-	0.04	0.01
Deferred Income Receivable	17.38	-	-
<b>Total</b>	<b>660.38</b>	<b>244.20</b>	<b>168.30</b>

**Annexure - II.1****Restated Statement of Revenue from operations****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Sale of Products</b>			
Sales Ticket	3,497.50	2,631.22	1,306.73
Sales F&B (incl. Revenue share from F&B)	365.54	379.00	403.09
Screening charge	4.37	27.78	23.89
Income from setting up cinema (incl. Franchisee Fees)	4,895.89	2,719.05	725.14
3D Glasses Sale	32.29	16.81	6.42
Space Rental	12.66	12.03	9.25
Design income	12.00	-	1.50
<b>Other Operating Revenues :</b>			
Advertisement Revenue	134.51	69.28	13.01
Revenue Share-Income	245.13	79.26	32.62
VPF Revnue Share	115.16	42.75	15.26
Rent Income (Sub Lease Property)	284.07	137.41	-
<b>Branch Transfer</b>	(38.17)	(84.85)	-
<b>Total</b>	<b>9,560.96</b>	<b>6,029.74</b>	<b>2,536.91</b>

**Annexure - II.2****Restated Statement of Other income****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Interest on FDR	39.16	38.27	16.21
Sundry Creditors W/O	0.43	0.49	1.68
Other Incomes	10.06	11.43	6.01
Short term Capital Gain on overnight fund collection a/c	9.24	0.42	-
Profit on Sale of Fixed Assets	58.33	2.92	-
<b>Total</b>	<b>117.22</b>	<b>53.53</b>	<b>23.90</b>

**Annexure - II.3****Restated Statement of Stock in Trade****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Purchases	2,226.97	2,106.10	381.98
Distributor Charges	1,469.53	1,134.95	571.98
Branch Transfer	(38.17)	(84.85)	-
<b>Total</b>	<b>3,658.33</b>	<b>3,156.20</b>	<b>953.96</b>

**Annexure - II.4****Restated Statement of Changes in inventories of finished goods and work-in-progress****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Inventories at the end of the year:</b>			
Finished Goods	41.61	24.81	16.00
WIP	696.06	414.05	186.72
	<b>737.67</b>	<b>438.86</b>	<b>202.72</b>
<b>Inventories at the beginning of the year:</b>			
Finished Goods	24.81	16.00	12.26
WIP	414.05	186.72	-
	<b>438.86</b>	<b>202.72</b>	<b>12.26</b>
<b>Net (increase) / decrease</b>	<b>(298.81)</b>	<b>(236.14)</b>	<b>(190.46)</b>

**Annexure - II.5****Restated Statement of Professional Charge & Direct Expense****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Cosmic Eye Expenses	7.12	-	-
Franchisee Share	1,929.83	1,406.97	920.01
Professional Fees Movie Distributor	8.26	31.84	28.52
Right to use Server Expense	105.21	53.58	22.66
Movie Booking Charges	33.05	5.84	-
Projector Lamp Expense	6.26	10.91	5.24
<b>Total</b>	<b>2,089.74</b>	<b>1,509.15</b>	<b>976.43</b>

**Annexure - II.6****Restated Statement of Employee benefits expense****(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Salaries and wages	403.48	212.95	75.71
Directors Remuneration	97.75	108.00	110.70
Bonus & Incentive Expenses	-	2.00	8.72
Staff Welfare Exps.	8.50	12.33	5.48
Ex Gratia Payment	8.94	8.50	-
Gratuity	5.93	10.77	-
<b>Total</b>	<b>524.59</b>	<b>354.54</b>	<b>200.61</b>

**Annexure - II.7**
**Restated Statement of Finance costs**
**(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Interest Expense	5.75	2.54	0.92
Bank Charges	0.84	0.18	0.30
Interest & Late Fees On TDS	0.95	0.89	0.82
EDC Swipe charges	2.23	2.04	1.08
Interest on MSME Creditors	1.37	-	-
Credit Card charges	-	-	0.82
<b>Total</b>	<b>11.14</b>	<b>5.65</b>	<b>3.94</b>

**Annexure - II.8**
**Restated Statement of Depreciation and Amortisation Expenses**
**(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation for the year	156.00	115.88	64.29
<b>Total</b>	<b>156.00</b>	<b>115.88</b>	<b>64.29</b>

**Annexure - II.9**
**Restated Statement of Other expenses**
**(₹ in Lakhs)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
Accounting Retainer ship charges	-	-	-
Administrative expense	95.25	80.03	44.41
Advertisement Expense	6.61	0.84	7.67
Audit Fees	7.50	3.50	3.50
Paytm Commission Expense	0.00	0.00	0.23
CSR Expenses	5.90	0.00	0.00
Commission Expense	13.90	3.31	33.26
Electricity Expense	7.29	3.85	2.44
Insurance Expense	2.04	3.01	1.43
Marketing Expense	57.97	44.77	21.64
Material for Science City	0.00	0.00	0.22
Office Expense	23.94	31.44	20.85
Office Maintenance Expense	13.48	7.74	0.86
Office Rent Expense	52.46	35.35	34.97
Rent of cinema properties	387.73	229.01	0.00
Packing And Forwarding Charges	0.08	1.15	14.76
Petrol Expense	3.98	2.49	1.89
Printing and Stationery	0.94	6.56	6.23
Professional Fees & Consultancy fees	142.37	74.55	39.80
Legal Fees	2.93	4.89	0.00
Rate & Taxes	3.44	8.35	15.94
Repairs & Maintenance	7.04	10.08	4.63
ROC Professional Fees and Gov. Fees	20.14	0.86	4.26
Software Expense	21.17	22.13	7.12
Transportation Expense	21.70	10.40	12.50
Travelling Expense	61.71	38.71	49.40
<b>Total</b>	<b>959.56</b>	<b>626.53</b>	<b>333.51</b>

**Annexure - II.10**
**Restated Statement of Deferred Tax Liabilities/(Assets)**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>DTL/(DTA) Calculation of Holding Company</b>			
WDV as per Companies Act, 2013 (A)	1,021.53	907.26	743.95
WDV as per Income tax Act, 1961 (B)	969.51	858.35	703.13
Difference in WDV (A-B)	52.02	48.91	40.82
Timing Difference due to Provision for Gratuity & Leave Encashment	16.70	10.77	-
Timing Difference due to Carried Forward business Loss	-	-	15.27
Total Timing Difference	35.32	38.14	40.82
Deferred Tax (Asset)/ Liability (C)	8.89	9.60	10.27
Restated Closing Balance of Deferred Tax (Asset)/ Liability	8.89	9.60	10.27
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	9.60	10.27	-19.21
Deferred Tax (Assets)/ Liability charged to Profit & Loss	-0.71	-0.67	29.48
<b>Total DTL/(DTA)</b>	<b>(0.71)</b>	<b>(0.67)</b>	<b>29.48</b>

**Annexure - II.11**
**Restated Statement of Earning Per Equity Share**

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Before Exceptional Items</b>			
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,900.99	408.75	164.84
2. Weighted Average number of equity shares used as denominator for calculating EPS	14,000,000	500,000	500,000
2. Weighted Average number of equity shares used as denominator for calculating EPS Post Bonus and Split	14,000,000	14,000,000	14,000,000
4. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share)	13.58	2.92	1.18



## Notes to the Re-stated Financial Statements:

## I. Additional Information to the Financial Statements:-

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>1. CIF Value of Imports</b>			
Raw Material	-	-	-
Raw Material (Payment Made)	-	-	-
Traded Goods	-	-	-
Capital Goods/ Stores & Spare Parts	-	-	-
<b>2. Expenditure in Foreign Currency</b>			
In respect of Business Promotion, Repair & Maintenance & Profession Consultancy & Other Misce Expenses	-	-	-
- In respect of Foreign Travelling.	-	-	-
- Container Freight	-	-	-
On import of services	-	-	-
<b>3. Earnings in Foreign Currency</b>			
Exports (FOB Value)	-	-	-
Exports Realisation	-	-	-

## II. Segment Information

The Company is primarily engaged in the business of “Entertainment Services”, which in terms of AS -17 on “Segment Reporting” constitutes a single reporting segment.

## III. Details of CSR

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2025	March 31, 2024	March 31, 2023
a). Amount Required to be spent during the year	5.90	-	-
b). Total of previous years shortfall/(Excess)	-	-	-
b). Amount of expenditure incurred,	-	-	-
c). Shortfall at the end of the year,	5.90	-	-
d). Excess at the end of the year	-	-	-
e). Reasons for shortfall	To be utilized within 6 months. First time applicability	-	-
f). Nature of CSR Activities	-		

## IV. Additional regulatory information

## (a) Details of crypto currency or virtual currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2025, March 31, 2024, 2023 . Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

## (b) Compliance with approved scheme of arrangements

Company is not engaged in any scheme of arrangements.

## (c) Undisclosed income

During the year ended on March 31, 2025, March 31, 2024, 2023., the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

## (d) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended on March 31, 2025, March 31, 2024, 2023.

## (e) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended on March 31, 2025, March 31, 2024, 2023.

**(f) Utilisation of borrowed funds and share premium**

During the year ended on March 31, 2025, March 31, 2024, 2023, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the year ended on March 31, 2025, March 31, 2024, 2023, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

(g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(h) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(i) The Company has not revalued its tangible & intangible assets in the year ended March 31, 2025, 2024 & 2023.

(j) The Company does not have any intangible assets under development as on March 31, 2025, 2024 & 2023.

(k) The Company does not have any Immovable Property whose title deeds are not registered in the name of company.

(l) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets

(m) The Company has not granted any loans & Advances to Promoters, directors, KMPs and related parties during the reporting period.

**V. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

**VI. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

**VII. Material Adjustments in Restated Profit & Loss Account:**

Particulars	For the Year Ended		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Profit After Tax as per Books of Accounts</b>	<b>1,897.46</b>	<b>409.41</b>	<b>187.97</b>
Adjustment for provision of Income Tax	(0.00)	(3.68)	(0.31)
Adjustment on Account of Prior Period Items	3.50	0.31	-
Adjustment for provision of Deferred Tax	0.02	2.71	(22.81)
<b>Total Adjustments</b>	<b>3.52</b>	<b>(0.65)</b>	<b>(23.13)</b>
<b>Profit After Tax as per Restated</b>	<b>1,900.99</b>	<b>408.75</b>	<b>164.84</b>

**Reconciliation of Equity**

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Balance of Equity (Networth) as per Audited Financial Statement</b>	<b>2,464.87</b>	<b>567.40</b>	<b>157.98</b>
Adjustment on account of Prior Period Items	(0.39)	(0.37)	(0.37)
Adjustment related to Profit and Loss account	(20.50)	(24.02)	(23.35)
<b>Balance of Equity (Networth) as per Restated Financial Statement</b>	<b>2,443.98</b>	<b>543.00</b>	<b>134.25</b>

**VIII. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2025, March 31, 2024, 2023 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

**IX.** As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions. Company has not revalued any of its assets and liabilities during the year ended on March 31, 2025, March 31, 2024, 2023

**X. Long Term Employee Benefits [AS-15]**

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. The Company has accounted for Long Term employee Benefits based on Actuarial Valuation report. The nature of Employee Benefits are non funded.

**Assumption used by Actuarial for Gratuity Provision**

Particulars	For the Period /Year Ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
Discount Rate	6.80%	7.17%	N/A
Salary Growth Rate	12%	12%	N/A
Mortality	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)	N/A
Withdrawal rate (Per Annum)	15.00%	15.00%	N/A
Normal Retirement Age	60 Years	58 Years	N/A

(Source: Based on Valuation report K A Pandit (Fellow Member of Institute of Actuaries of India )

**XI. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**XIII. Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**XIV. Examination of Books of Accounts& Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

**XV. Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XVI. Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**XVII. Pending registration / satisfaction of charges with ROC**

There are no charges registration/satisfactions are pending with ROC for the Financial Year ended on March 31, 2025, March 31, 2024, 2023.

**XVIII. Payment to Statutory Auditors**

Particulars	For the Period /Year Ended on		
	31/03/2025	31/03/2024	31/03/2023
Statutory Audit	7.00	3.00	3.00
Tax Audit	0.50	0.50	0.50

**ANNEXURE –VI**

**Statement of Accounting & Other Ratios, As Restated**

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Profit Before tax as Restated (A)	2,577.64	551.47	218.53
Add: Depreciation	156.00	115.88	64.29
Add: Finance Cost	11.14	5.65	3.94
Less: Other Income	(117.22)	(53.53)	(23.90)
<b>EBITDA</b>	<b>2,627.56</b>	<b>619.47</b>	<b>262.86</b>
<b>EBITDA Margin (%)</b>	<b>27.48%</b>	<b>10.27%</b>	<b>10.36%</b>
Net Worth as Restated (B)	2,443.98	543.00	134.25
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>77.78%</b>	<b>75.28%</b>	<b>122.79%</b>
Equity Share at the end of year (in Nos.)(C)	14,000,000	500,000	500,000
Weighted No. of Equity Shares Considering Bonus & Split Impact (D)	14,000,000	14,000,000	14,000,000
(Post Bonus after restated period with retrospective effect)			
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/C)</b>	<b>13.58</b>	<b>81.75</b>	<b>32.97</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/D)</b>	<b>13.58</b>	<b>2.92</b>	<b>1.18</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>17.46</b>	<b>108.60</b>	<b>26.85</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus &amp; Split Impact with retrospective effect (B/D)</b>	<b>17.46</b>	<b>3.88</b>	<b>0.96</b>

**Note:-**

EBITDA Margin = EBITDA/Total Revenues

Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

**Accounting Ratio**

Sr. No.	Particulars	March 31, 2025	March 31, 2024	March 31, 2023	Comments*
1	Current Assets	4,073.03	2,002.87	1,523.84	Altered due to scale of operations
	Current Liabilities	1,585.38	842.84	276.99	
	<b>Current Ratio (In Times)</b>	<b>2.57</b>	<b>2.38</b>	<b>5.50</b>	
	Variation	8.11%	-56.80%	34.27%	
2	Total Debt (Short Term + Long Term)	71.71	26.94	31.95	Improved due to scale of operations
	Equity	2,443.98	543.00	134.25	
	<b>Debt Equity Ratio</b>	<b>0.03</b>	<b>0.05</b>	<b>0.24</b>	
	Variation	-40.86%	-79.15%	-260.38%	
3	Earnings available for debt service	2,627.56	619.47	262.86	Improved due to increase in revenue from operations
	Debt Service	25.20	10.65	8.95	
	<b>Debt Service Coverage Ratio</b>	<b>104.27</b>	<b>58.17</b>	<b>29.37</b>	
	Variation	79.26%	98.05%	55.55%	
4	Net Profits after taxes – Preference Dividend (if any)	1,900.99	408.75	164.84	Improved due to scale of operations
	Average Shareholder's Equity	1,493.49	338.62	51.83	
	<b>Return on Equity (ROE):</b>	<b>127.28%</b>	<b>120.71%</b>	<b>318.07%</b>	
	Variation	5.45%	-62.05%	-463.74%	
5	Sales	9,560.96	6,029.74	2,536.91	Changed due to scale of operations
	Average Inventory	588.27	320.79	107.49	
	<b>Inventory Turnover ratio</b>	<b>16.25</b>	<b>18.80</b>	<b>23.60</b>	
	Variation	-13.53%	-20.36%	-78.79%	

6	Net Credit Sales	9,560.96	6,029.74	2,536.91	Altered due to change in level of operations
	Average Accounts Receivable	846.12	251.17	105.74	
	<b>Trade receivables turnover ratio</b>	11.30	24.01	23.99	
	Variation	-52.93%	0.06%	60.43%	
7	Net Credit Purchases (Purchase + Other Expenses)	959.56	626.53	333.51	Altered due to change in level of operations
	Average Trade Payables	486.17	344.94	147.97	
	<b>Trade payables turnover ratio</b>	<b>1.97</b>	<b>1.82</b>	<b>2.25</b>	
	Variation	8.66%	-19.41%	30.96%	
8	Net Sales	9,560.96	6,029.74	2,536.91	Improved due to scale of operations
	Average Working Capital	1,823.84	1,203.44	938.23	
	<b>Net capital turnover ratio</b>	5.24	5.01	2.70	
	Variation	4.63%	85.30%	24.76%	
9	Net Profit	1,900.99	408.75	164.84	Improved due to scale of operations
	Net Sales	9,560.96	6,029.74	2,536.91	
	<b>Net profit ratio</b>	<b>19.88</b>	<b>6.78</b>	<b>6.50</b>	
	Variation	193.30%	4.33%	-48.04%	
10	Earning before interest and taxes (EBIT)	2,471.56	503.59	198.57	Changed due to scale of operations
	Capital Employed	2,515.70	569.94	166.20	
	<b>Return on capital employed (ROCE)</b>	98.25%	88.36%	119.48%	
	Variation	11.19%	-26.05%	-151.07%	
11	<b>Return on investment</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	

# ANNEXURE –VII

## Statement of Capitalization, As Restated

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	March 31, 2025	
<b>Debt :</b>		
Long Term Debt	57.65	57.65
Short Term Debt	14.06	14.06
<b>Total Debt</b>	<b>71.71</b>	<b>71.71</b>
<b>Shareholders Funds</b>		
Equity Share Capital	1,400.00	[●]
Reserves and Surplus	1,043.98	[●]
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>2,443.98</b>	<b>[●]</b>
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.02</b>	<b>[●]</b>
<b>Total Debt / Shareholders Fund</b>	<b>0.03</b>	<b>[●]</b>
* Assuming Full Allotment of IPO shares		

1. The figures considered above are as on 31.03.2025

2. Post Issue figures are not available since issue price is not yet finalized



**ANNEXURE –VIII**

**Statement of Tax Shelter, As Restated**

**(₹ in Lakhs)**

Particulars	As At		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Profit Before Tax as per books of accounts (A)</b>	<b>2,577.64</b>	<b>551.47</b>	<b>218.53</b>
-- Normal Tax rate	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate	17.28%	17.28%	17.28%
Income from Capital Gain	9.24	-	-
Income Chargeable at normal Tax Rate	<b>2,568.40</b>	<b>551.47</b>	<b>218.53</b>
<b>Permanent differences</b>			
Other adjustments			
Interest on TDS/TDS Written Off			
Loss on sale of Investment	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences</b>			
Depreciation as per Books of Accounts	156.00	115.88	64.29
Depreciation as per Income Tax	153.27	123.97	90.74
Difference between tax depreciation and book depreciation	2.73	(8.09)	(26.45)
Disallowed Items	117.38	13.97	2.32
Previously Disallowed Items allowed in Current Year	(5.42)	(1.50)	(9.12)
Deduction under chapter VI-A	-	-	-
<b>Total (C)</b>	<b>114.69</b>	<b>4.38</b>	<b>(33.25)</b>
<b>Net Adjustments (D = B+C)</b>	<b>114.69</b>	<b>4.38</b>	<b>(33.25)</b>
<b>Total Income (E = A+D)</b>	<b>2,683.09</b>	<b>555.84</b>	<b>185.28</b>
Carried Forward Business Loss	-	-	(90.34)
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>2,683.09</b>	<b>555.84</b>	<b>94.93</b>
Tax Payable for the year	675.28	139.89	23.89
Tax Chargeable at Special Rate of Tax	2.08	-	-
Interest Expenses	-	3.50	0.31
<b>Total Tax Expense</b>	<b>677.36</b>	<b>143.39</b>	<b>24.20</b>

**ANNEXURE –IX**

**Statement of Related Party & Transactions :**

**List of Related Parties where Control exists and Relationships:**

Sr. No	Name of the Related Party	Relationship
1	Rahul Kamleshbhai Dhyani	Key Managerial Personnel
2	Anish Tulshibhai Patel	Key Managerial Personnel
3	TK Patel	Relative to KMP
4	Poonam Patel	Relative to KMP
5	Archana Dhyani	Relative to KMP
6	Kamlesh Dhyani	Relative to KMP
7	Connplex Home Theatre Pvt Ltd	Associate
8	Connplex Sky Theatre Pvt Ltd	Associate
9	Vansh Entertainment	Associate
10	Ultimate Entertainment	Associate
11	Nilkanth Film Fiesta	Associate
12	Armaan Dhyani	Relative to KMP
13	Pujan Ashvinbhai Thakkar	Chief Financial Officer
14	Ratika Khandelwal	Company Secretary & Compliance Officer

(₹ in Lakhs)

Transactions during the year:	For the Year/ Period Ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
<b>Director Remuneration</b>			
Rahul Kamleshbhai Dhyani	36.00	36.00	36.00
Anish Tulshibhai Patel	36.00	36.00	36.00
TK Patel	9.75	9.00	11.70
Poonam Patel	5.50	9.00	9.00
Archana Dhyani	5.25	9.00	9.00
Kamlesh Dhyani	5.25	9.00	9.00
<b>Salary Paid</b>			
TK Patel	4.00	-	-
Poonam Patel	5.00	-	-
Archana Dhyani	3.75	-	-
Kamlesh Dhyani	3.75	-	-
Stipend to Armaan Dhyani	0.44	-	-
Pujan Ashvinbhai Thakkar	8.75	-	-
Ratika Khandelwal	0.61	-	-
<b>Vansh Entertainment</b>			
Revenue Share from Franchisee (Excl GST)	3.78	10.61	-
Revenue Share to Franchisee (Excl GST)	28.95	69.08	-
Sales (Excl GST)	1.09	191.10	-
Rent Received (Excl GST)	19.90	44.66	-
Refundable Deposit (Excl GST)	-	13.37	-
<b>Ultimate Entertainment</b>			
Revenue Share from Franchisee (Excl GST)	-	7.11	-
Revenue Share to Franchisee (Excl GST)		57.27	-
Sales (Excl GST)	(0.95)	22.66	-
<b>Rent Received (Excl GST)</b>	-	48.13	-
Refundable Deposit (Excl GST)	-	-	-
<b>Nilkanth Film Fiesta</b>			
Revenue Share from Franchisee (Excl GST)	8.37	1.03	-
Revenue Share to Franchisee (Excl GST)	77.62	9.13	-
Sales (Excl GST)	13.05	225.40	-
<b>Rent Received (Excl GST)</b>	48.20	8.97	-
Refundable Deposit (Excl GST)	-	12.05	-

Outstanding Balance (Receivables)/Payable	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Connplex Home Theatre Pvt Ltd	-	(0.56)	-
Connplex Sky Theatre Pvt Ltd	(0.16)	(0.16)	-
Vansh Entertainment	-	22.30	-
Ultimate Entertainment	-	(1.12)	-
Nilkanth Film Fiesta	(0.86)	6.91	-

#### ANNEXURE –X

##### Statement of Dividends

The company has not paid dividend for the any of the period reported herewith.

#### ANNEXURE –XI

##### Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period disclosed in the restated financial statement except as mentioned below:

##### Impact on Profit and loss account due to change in accounting policy.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Reduction in Profits to the extent of	-	-	-

#### ANNEXURE –XII

##### Contingent Liabilities:

a.Claims against the Company (including unasserted claims) not acknowledged as debt:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Related to Direct Tax Matters	-	-	-
Related to Indirect Tax Matters	-	-	-
Related to Bank Guarantees	100.00	150.00	150.00

Capital Commitment	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	-	-	-

## OTHER FINANCIAL INFORMATION

(Amount in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Net Profit after tax as Restated (A)	1,900.99	408.75	164.84
Add: Depreciation	156.00	115.88	64.29
Add: Tax expenses	676.65	142.72	53.69
Add: finance cost	11.14	5.65	3.94
Less: Other Income	(117.22)	(53.53)	(23.90)
<b>EBITDA</b>	<b>2,627.56</b>	<b>619.47</b>	<b>262.86</b>
<b>EBITDA Margin (%)</b>	<b>27.48%</b>	<b>10.27%</b>	<b>10.36%</b>
Net Worth as Restated (B)	2,443.98	543.00	134.25
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>77.78%</b>	<b>75.28%</b>	<b>122.79%</b>
Equity Share at the end of year (in Nos.) (C)	1,40,00,000	5,00,000	5,00,000
Weighted Average No. of Equity Shares (D)	1,40,00,000	1,40,00,000	1,40,00,000
Weighted Average No. of Equity Shares Considering Bonus Impact (Considering Bonus with retrospective effect) (E)	1,40,00,000	1,40,00,000	1,40,00,000
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>	<b>13.58</b>	<b>81.75</b>	<b>32.97</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>13.58</b>	<b>2.92</b>	<b>1.18</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>17.46</b>	<b>108.60</b>	<b>26.85</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>	<b>17.46</b>	<b>3.88</b>	<b>0.96</b>

**Note:**

1. Company has allotted 1,35,00,000 Bonus Equity Shares on November 21, 2024 in the ratio of 27:1 i.e. 1 Bonus equity shares for every 1 equity shares held on November 21, 2024.

**Note:-**

1. EBITDA Margin = EBITDA/Total Revenues
2. Earnings per share (₹) = Profit available to equity shareholders / Weighted average No. of shares outstanding at the end of the year
3. Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
4. Net asset value/Book value per share (₹) = Net worth / No. of equity shares
5. The Company does not have any revaluation reserves or extra-ordinary items.



## **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS**

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 23 and "Forward Looking Statements" beginning on page 16, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 including the schedules and notes thereto and the reports thereto, which appear in the section titled "Financial Information of our company" on Page No. 194 of the Red Herring Prospectus.*

*The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

### **OVERVIEW**

Connplex Cinemas Limited is an entertainment company. The company is engaged in the business of development of theatres, entering into the franchise agreements specializing for exhibition and distribution of films, sharing revenue of screening of movies, sale of food & beverages and Sharing of Revenue from sale of Food & Beverages & advertisements at Various Franchised Cinema, and other related business under the Brand name "CONNPLEX" and other Brands registered under the name of Company.

We operate a network of Cinema offering a diverse range of cinematic experiences that cater to various audience preferences. Our business is built on three main pillars: A) Making / Developing of Cinema Theatres, B) film exhibition & film distribution (Including Event Hosting), and C) Revenue Sharing / Sale of Food and Beverages and Other Revenue incl. advertisement Sharing.

Additionally, we collaborate with filmmakers and studios to distribute films across our theatres and digital platforms, focusing on strategic marketing to maximize audience reach. Beyond regular screenings, we also provide event spaces for private screenings, corporate events, and community gatherings, creating additional revenue streams and engaging our local communities.

Our Company was originally formed as "Fohatron Power Limited" vide registration no. 284745 under the provisions of Companies Act 2013 pursuant to Certificate of Incorporation dated September 1, 2015 issued by Registrar of Companies, Delhi. Further, the name of our Company was changed to VCS Industries Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Delhi on February 16, 2018. The Registered office of our Company was shifted from Delhi to Gujarat w.e.f. November 18, 2019. Further, the name of our Company was changed to Connplex Cinemas Limited pursuant to fresh certificate of incorporation issued by Registrar of Companies, Central Processing Centre on August 14, 2024.

We are distinguished by our customer experience which includes cinema making, film distribution, programming and latest technologies. Our strategic locations and theater technologies give us a edge in attracting and retaining audiences. We cater to a diverse audience, including families, young adults, and cinema enthusiasts, with programming designed to engage these segments through a mix of mainstream blockbusters, art films, and themed events.

We have redefined cinema experiences by strategically focusing on under-served markets in Tier 2, 3, and 4 cities, as well as expanding in metro locations including tier 1 cities across India. Our mission has always been to bring entertainment to regions where such experiences were previously unavailable or inaccessible.

By introducing a cinema model that blends convenience, and affordability, we have broken traditional barriers, allowing audiences from various regions to enjoy a premium movie-going experience without the prohibitive costs typically associated with large multiplex chains.

Our cinemas are constructed and designed with a deep understanding of customer preferences and regional nuances. With majority of



recliner seating, sound systems, and high-definition projection technology, we ensure that every aspect of the movie experience is elevated.

The smaller, boutique-style cinemas offer an intimate and private yet upscale environment, catering to local audiences who previously had limited access to cinemas. This approach allows us to build strong connections with our communities, providing them not only with a place to watch films but also with a venue for private events such as corporate screenings, birthday parties, and special premieres.

In addition to enhancing the movie-watching experience, we have prioritized developing multiple revenue streams that extend beyond ticket sales. Our food and beverage (F&B) services are a key part of our business model. We offer a wide variety of snacks and beverages.

Our partnership with delivery partners allows customers to enjoy cinema-quality popcorn, nachos, beverages and other snacks from the comfort of their homes.

We are also in providing advertising solutions within our cinemas. Our venues offer both on-screen and off-screen advertising opportunities, giving brands a direct platform to engage with captive audiences. Whether it is through movie trailers, interactive digital displays, or custom brand integrations, we help companies maximize their exposure to key demographics.

Our Promoters and key managerial personnel have been instrumental in the growth of our business and actively advise us on corporate strategy and planning. We have a strong management team with significant industry experience. Our Managing Director, Mr. Anish Tulshibhai Patel and Joint Managing Director, Mr. Rahul Kamleshbhai Dhyani have 06 years of experience each in this industry, thus experience of the Directors has been instrumental in determining the vision and growth strategies for our Company.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Standalone Financial Statements under chapter titled “Restated Financial Statements” beginning on page 194 of this Red Herring Prospectus.

## Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 23 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

## RESULTS OF OUR OPERATION

Particulars	For The Year Ended 31st March					
	2025	% of Total Revenue	2024	% of Total Revenue	2023	% of Total Revenue
<b>Revenue:</b>						
Revenue from Operations	9,560.96	98.79%	6,029.74	99.12%	2,536.91	99.07%
Other income	117.22	1.21%	53.53	0.88%	23.90	0.93%
<b>Total revenue</b>	<b>9,678.18</b>	<b>100.00%</b>	<b>6,083.27</b>	<b>100.00%</b>	<b>2,560.81</b>	<b>100.00%</b>
Cost of services	-	-	-	-	-	-
Purchases of stock-in-trade	3,658.33	37.80%	3,156.20	51.88%	953.96	37.25%
Change in Inventories of Finished Goods & WIP	(298.81)	(3.09) %	(236.14)	(3.88%)	(190.46)	(7.44%)



Professional Charge & Direct Expense	2,089.74	21.59%	1,509.15	24.81%	976.43	38.13%
Employee benefits expense	524.59	5.42%	354.54	5.83%	200.61	7.83%
Finance costs	11.14	0.12%	5.65	0.09%	3.94	0.15%
Depreciation and amortisation expense	156.00	1.61%	115.88	1.90%	64.29	2.51%
Other expenses	959.56	9.91%	626.53	10.30%	333.51	13.02%
<b>Total Expenses</b>	<b>7,100.54</b>	<b>73.37%</b>	<b>5,531.80</b>	<b>90.93%</b>	<b>2,342.28</b>	<b>91.47%</b>
<b>Profit before exceptional and extraordinary items and tax</b>	<b>2,577.64</b>	<b>26.63%</b>	<b>551.47</b>	<b>9.07%</b>	<b>218.53</b>	<b>8.53%</b>
Exceptional Items	-	-	-	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>2,577.64</b>	<b>26.63%</b>	<b>551.47</b>	<b>9.07%</b>	<b>218.53</b>	<b>8.53%</b>
Extraordinary items	-	-	-	-	-	-
<b>Profit before tax</b>	<b>2,577.64</b>	<b>26.63%</b>	<b>551.47</b>	<b>9.07%</b>	<b>218.53</b>	<b>8.53%</b>
<b>Tax expense:</b>						
Current tax	677.36	7.00%	143.39	2.36%	24.20	0.95%
Short/(Excess) provision of tax for earlier years	-	-	-	-	-	-
Deferred Tax	(0.71)	(0.01%)	(0.67)	(0.01%)	29.48	1.15%
<b>Total Tax Expenses</b>	<b>676.65</b>	<b>6.99%</b>	<b>142.72</b>	<b>2.35%</b>	<b>53.69</b>	<b>2.10%</b>
<b>Profit (Loss) for the period from continuing operations</b>	<b>1,900.99</b>	<b>19.64%</b>	<b>408.75</b>	<b>6.72%</b>	<b>164.84</b>	<b>6.44%</b>

## Review of Restated Financials

### Key Components of Company's Profit and Loss Statement

#### Revenue from operations:

Revenue from operations mainly consists from Sales of services.

**Other Income:**

Other Income Consist of Interest Income, Profit on Sale of Fixed Assets, Sundry Creditors W/O, Short term Capital Gain on overnight fund collection a/c & Other Income etc.

**Expenses:**

Company's expenses consist of, purchase of stock in trade, Changes in Inventories of Finished Goods WIP, Professional Charge & Direct Expense, Depreciation and amortization expense, Employee Benefit Expenses, Finance Cost & Other Expenses.

**Purchase of stock in trade:**

Purchase & Distributor Charges.

**Changes in inventories of Finished Goods & WIP:**

Changes in inventories of Finished Goods & WIP consist of difference between opening & closing Value of Stock.

**Professional Charge & Direct Expense:**

professional charge and direct tax expenses includes Cosmic Eye Expenses, Franchisee Share, Professional Fees Movie Distributor, right to use Server Expense, Movie Booking Charges & Projector Lamp Expense.

**Employee Benefits Expense:**

Employee benefit expenses include Salaries and Wages, Directors Remuneration, Professional Tax Expense, Bonus & Incentive Expenses, Ex Gratia Payment, Contribution of Provident & Other Funds, Gratuity Expenses & Staff Welfare Expenses etc.

**Finance Cost:**

Finance Cost includes Interest paid on borrowings, Bank Charges, Interest & Late Fees On TDS, EDC Swipe charges & Credit Card charges

**Depreciation and Amortization Expense:**

We recognize Depreciation and Amortization expense on a WDV Basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:**

Other expenses includes Administrative expense, Advertisement Expense, Audit Fees, Paytm Commission Expense, Commission Expense, Electricity Expense, Insurance Expense, Interior Decoration Charges, Marketing Expense, Material for Science City, Office Expense, Office Maintenance Expense, Office Rent Expense, Rent of cinema properties, Packing And Forwarding Charges, Petrol Expense, Printing and Stationery, Professional Fees & Consultancy fees, Legal Fees, Rate & Taxes, Repairs & Maintenance, ROC Professional Fees and Gov. Fees, Software Expense, Transportation Expense, Travelling Expense etc.

**Fiscal 2025 compared with Fiscal 2024*****Revenue from Operations***

Revenue from operations increased significantly by 58.56% from ₹6,029.74 lakhs in Fiscal 2024 to ₹9,560.96 lakhs in Fiscal 2025. This growth was primarily attributable to higher income from setting up cinema operations (including franchisee fees), which increased from ₹2,719.05 lakhs to ₹4,895.89 lakhs, alongside notable increases in ticket sales and advertisement revenue, indicating expanded operations and enhanced monetization across screens.



### ***Justification for increase in Revenue of the Company in FY25 as compared to FY24.***

The revenue growth from ₹6,029.74 lakhs in FY 2023-24 to ₹9,560.96 lakhs in FY 2024-25 were primarily driven by the full-year operational performance of existing screens, including earnings from ticket sales and food & beverage (F&B) sales, along with revenue generated from the development of new cinemas.

During this year, the company added a total of 17 new cinemas, further strengthening its market presence. A major contributor to this growth of revenue was the Rs. 4895.89 lakhs earned specifically from cinema development, which significantly enhanced overall revenue.

### ***Other Income***

Other income rose by 118.98% to ₹117.22 lakhs in Fiscal 2025 from ₹53.53 lakhs in Fiscal 2024. The surge was mainly due to a profit of ₹58.33 lakhs on sale of fixed assets and higher short-term capital gains from overnight fund collections.

### ***Purchases of Stock-in-Trade***

Purchases increased by 15.91%, from ₹3,156.20 lakhs in Fiscal 2024 to ₹3,658.33 lakhs in Fiscal 2025. This was driven by increased distributor charges and project volume, reflecting higher film and content acquisition aligned with expansion.

### ***Changes in Inventories***

Inventory change reported a higher negative adjustment of ₹(298.81) lakhs in Fiscal 2025 versus ₹(236.14) lakhs in Fiscal 2024, owing to increased year-end work-in-progress inventory levels, suggesting a buildup of in-process installations and expansion-linked stock holding.

### ***Professional Charges & Direct Expenses***

This cost head increased by 38.47% to ₹2,089.74 lakhs from ₹1,509.15 lakhs, primarily due to higher franchisee share payouts and increased right-to-use server expenses, reflecting scaling of operations and digital platform costs.

### ***Employee Benefit Expenses***

Employee cost rose by 47.96%, from ₹354.54 lakhs to ₹524.59 lakhs, attributed to increased workforce engagement and salary increments in line with operational growth.

### ***Finance Costs***

Finance costs almost doubled to ₹11.14 lakhs from ₹5.65 lakhs, driven by higher interest on MSME creditors and other financial charges associated with increased business volume.

### ***Depreciation and Amortization***

Depreciation expense increased by 34.62% to ₹156.00 lakhs from ₹115.88 lakhs, largely due to capitalization of assets linked to new screens and technological upgrades.

### ***Other Expenses***

Other expenses saw a 53.16% rise to ₹959.56 lakhs from ₹626.53 lakhs, led by increased rent of cinema properties, marketing expenses, legal and professional consultancy charges, and administrative costs associated with expanded operations.

### ***Total Expenses***

Overall, total expenses rose by 28.36% from ₹5,531.80 lakhs in Fiscal 2024 to ₹7,100.54 lakhs in Fiscal 2025, in line with operational scaling and cost structure expansion.



### ***Profit Before Tax***

Profit before tax increased substantially by 367.41%, from ₹551.47 lakhs in Fiscal 2024 to ₹2,577.64 lakhs in Fiscal 2025, driven by strong top-line growth and relatively slower expense growth.

### ***Tax Expenses***

Tax expenses increased from ₹142.72 lakhs to ₹676.65 lakhs, in line with higher profitability. Deferred tax adjustments remained negligible.

### ***Profit After Tax***

Net profit increased sharply from ₹408.75 lakhs in Fiscal 2024 to ₹1,900.99 lakhs in Fiscal 2025, reflecting operational leverage and improved business performance.

## **Fiscal 2024 compared with Fiscal 2023**

### ***Revenue from Operation***

Revenue from operations had increased by 137.68 % from ₹ 2536.91 lakhs in Fiscal 2023 to ₹ 6029.74 lakhs in Fiscal 2024 was due to increase in sales of products and other operating revenue during the year.

### ***Justification for increase in Revenue of the Company in FY24 as compared to FY23.***

The revenue growth from Rs. 2,536.91 lakhs in FY 2022-23 to Rs. 6,029.74 lakhs in FY 2023-24 were primarily driven by the full-year operational performance of existing screens, including earnings from ticket sales and food & beverage (F&B) sales, along with revenue generated from the development of new cinemas.

During this year, the company added a total of 25 new screens, further strengthening its market presence. A major contributor to this growth of revenue was the Rs. 2,719.05 lakhs earned specifically from cinema development, which significantly enhanced overall revenue.

For FY 2021-22 was a transitional period for the company, during which revenue from cinema development did not fully translate into earnings from ticket bookings and food & beverage (F&B) sales, as most screens became operational only toward the end of the financial year. Consequently, the financial impact of these new screens was not fully realized in that year.

However, in FY 2022-23, the company experienced a notable increase in revenue due to the full-year operation of screens that had been launched late in FY 2021-22.

This allowed the company to maximize earnings from ticket sales and F&B, resulting in stronger financial performance. Additionally, despite the growth in revenue, operating expenses remained relatively stable during this period. This operational efficiency played a key role in improving profitability, leading to a higher PAT (Profit After Tax)-to-sales ratio.

### ***Other Income***

Other income had increased by 123.97 % from ₹ 23.90 lakhs in Fiscal 2023 to ₹ 53.53 lakhs in Fiscal 2024 majorly due to Increase in interest on FDR which increased from 16.21 lakhs in Fiscal 2023 to 38.27 Lakhs in Fiscal 2024, Increase in other incomes which increased from 6.01 lakhs in Fiscal 2023 to 11.43 Lakhs in Fiscal 2024, Increase in profit on sale of fixed assets which increased from nil in Fiscal 2023 to 2.92 Lakhs in Fiscal 2024,

### ***Purchase of stock in trade***

Purchase of stock in trade had increased by 230.85 % from ₹ 953.96 lakhs in Fiscal 2023 to ₹ 3156.20 lakhs in Fiscal 2024. This increase was primarily due to Increase in Purchases which increased from Rs. 381.98 Lakhs in Fiscal 2023 to Rs. 2106.10 Lakhs in Fiscal 2024 & increase in distributors charges which increased from Rs. 571.98 Lakhs in Fiscal 2023 to Rs.1134.95 Lakhs in Fiscal 2024.

### ***Changes in Inventories of Finished Goods & WIP***

Changes in Inventories of Finished Goods, WIP & Stock in Trade had increased by 23.98 % from ₹ (190.46) lakhs in Fiscal 2023 to ₹ (236.14) lakhs in Fiscal 2024. This decrease was primarily due to higher closing inventories during the year.

Changes in Inventories of Finished Goods and WIP to be read along with purchase of stock in trade and Revenue Earned. Overall total Cost of Changes in Inventories and Cost of purchase of stock in trade has increased to 48 % of total revenue earned during Fiscal Year 2024 as against 29.81 % in Fiscal Year 2023. Since the increase in cost was not passed on to the consumers.

### ***Professional Charge & Direct Expense:***

Professional Charge & Direct Expense had increased by 54.56% from ₹ 976.43 lakhs in Fiscal 2023 to ₹ 1509.15 lakhs in Fiscal 2024. This increase was primarily due to increase Franchisee Share which increased from Rs. 920.01 Lakhs in Fiscal 2023 to Rs.1406.97 Lakhs in Fiscal 2024, Professional Fees Movie Distributor which increase from 28.52 Lakhs in Fiscal 2023 to Rs. 31.84 Lakhs in Fiscal 2024, Right to use Server Expense from Rs. 22.66 Lakhs in Fiscal 2023 to 53.58 Lakhs in Fiscal 2024, increase in Movie Booking Charges from Rs. nil Lakhs in Fiscal 2023 to Rs. 5.84 Lakhs in Fiscal 2024, increase in Projector Lamp Expense from Rs. 5.24 Lakhs in Fiscal 2023 to Rs. 10.91 Lakhs in Fiscal 2024

### ***Employee Benefit Expenses***

Employee benefit expenses had increased by 76.73 % from ₹ 200.61 lakhs in Fiscal 2023 to ₹ 354.54 lakhs in Fiscal 2024. This increase was primarily due to increase Salaries and wages Expenses which increased from Rs. 75.71 Lakhs in Fiscal 2023 to Rs. 212.95 Lakhs in Fiscal 2024, Staff Welfare Expenses which increase from 5.48 Lakhs in Fiscal 2023 to Rs. 12.33 Lakhs in Fiscal 2024, Ex Gratia Payment from Rs. nil in Fiscal 2023 to 8.50 Lakhs in Fiscal 2024, Gratuity from Rs. nil in Fiscal 2023 to 10.77 Lakhs in Fiscal 2024 etc & Decrease in Directors Remuneration from Rs. 110.70 Lakhs in Fiscal 2023 to Rs. 108 Lakhs in Fiscal 2024. Bonus & Incentive Expenses from Rs. 8.72 Lakhs in Fiscal 2023 to Rs.2 Lakhs in Fiscal 2024

### ***Finance Cost***

Finance Cost had increased by 43.40 % from ₹ 3.94 lakhs in Fiscal 2023 to ₹ 5.65 lakhs in Fiscal 2024. This increase was primarily due to increase in Interest expenses Rs. 0.92 Lakhs in Fiscal 2023 to Rs. 2.54 lakhs in Fiscal 2024, EDC Swipe charges from Rs. 1.08 Lakhs in Fiscal 2023 to Rs. 2.04 lakhs in Fiscal 2024 & Interest & Late Fees on TDS from Rs. 0.82 Lakhs in Fiscal 2023 to Rs. 0.89 lakhs in Fiscal 2024

### ***Depreciation and Amortization Expenses***

Depreciation had increased by 80.24 % from ₹ 64.29 lakhs in Fiscal 2023 to ₹ 115.88 lakhs in Fiscal 2024. This increase is mainly due to addition in tangible fixed assets by 279.19 lakhs during the fiscal 2024.

### ***Other Expenses***

Other expenses had increased by 87.86 % from ₹ 333.51 lakhs in Fiscal 2023 to ₹ 626.53 lakhs in Fiscal 2024. The increase was mainly due to increase in Administrative expense from 44.41 lakhs in fiscal 2023 to 80.03 in fiscal 2024, Marketing Expense from 21.64 lakhs in fiscal 2023 to 44.77 lakhs in fiscal 2024, Office Expense from 20.85 lakhs in fiscal 2023 to 31.44 lakhs in fiscal 2024 , Rent of cinema properties from nil in fiscal 2023 to 229.01 lakhs in fiscal 2024, Professional Fees & Consultancy fees from 39.80 lakhs in fiscal 2023 to 74.55 lakhs in fiscal 2024. Software Expense from 7.12 lakhs in fiscal 2023 to 22.13 lakhs in fiscal 2024.

### ***Tax Expenses***

The Company's tax expenses had increased by 166 % from ₹ 53.69 lakhs in the Fiscal 2023 to ₹ 142.72 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year.

Tax Expenses are directly proportional to Profit Before tax which is increased from ₹ 218.53 lakhs in the fiscal 2023 to ₹ 551.47 in fiscal 2024.

### ***Profit after Tax***

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 408.75 lakhs in Fiscal 2024 as compared to a net profit of ₹ 164.84 lakhs in Fiscal 2023.

Reasons for the increase in Profit after Tax is mainly due to the increase in revenue from operations from ₹ 2536.91 lakhs in fiscal 2023 to ₹ 6029.74 lakhs in fiscal 2024.

### ***Justification for increase in PAT of the Company in FY24 as compared to FY23.***

The Profit After Tax (PAT) grew from Rs. 164.84 lakhs in FY 2022-23 to Rs. 408.75 lakhs in FY 2023-24, primarily driven by the expansion of operations while fixed costs remained relatively stable until additional expenses were required. Additionally, there is typically a time lag between the launch of new cinemas and the realization of full-year earnings from ticket sales and food & beverage (F&B) revenue.

Some screens may be set up in one financial year, generating revenue from cinema development, but they may not operate for the entire year, delaying the full revenue impact from ticket bookings and F&B sales until the following year. This staggered effect in revenue realization significantly contributed to the increase in PAT. Furthermore, during this period, 25 new screens were developed with higher profit margins, further enhancing overall profitability.

### **Cash Flows**

(₹ in lakhs)			
<b>Particulars</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Net Cash from Operating Activities	280.29	402.46	882.68
Net Cash from Investing Activities	(460.89)	(439.26)	(616.41)
Net Cash used in Financing Activities	33.63	(10.66)	23.47

### ***Cash Flows from Operating Activities***

Net cash from operating activities for fiscal 2025 was at ₹280.29 lakhs as compared to the Profit Before Tax at ₹2577.64 lakhs while for fiscal 2024 Net cash from operating activities was at ₹402.46 lakhs as compared to the Profit Before Tax at ₹551.47 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

Net cash from operating activities for fiscal 2024 was at ₹402.46 lakhs as compared to the Profit Before Tax at ₹551.47 lakhs while for fiscal 2023 Net cash from operating activities was at ₹882.68 lakhs as compared to the Profit Before Tax at ₹218.53 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

### ***Cash Flows from Investment Activities***

In fiscal 2025, the net cash invested in Investing Activities was ₹ (460.89) lakhs. This was mainly on account of Purchases of Fixed Asset and increase in long term loans and advances for purpose of business

In fiscal 2024, the net cash invested in Investing Activities was ₹ (439.26) lakhs. This was mainly on account of Purchases of Fixed Assets and investment in non-current assets.

In fiscal 2023, the net cash invested in Investing Activities was ₹ (616.41) lakhs. This was mainly on account of Purchases of Fixed Assets and investment in non-current assets.



### ***Cash Flows from Financing Activities***

In fiscal 2025, the net cash from financing activities was ₹ 33.63 lakhs. This was on account of proceeds of long term and short-term borrowings.

In fiscal 2024, the net cash used in financing activities was ₹ (10.66) lakhs. This was on account of repayment of long-term borrowings and interest paid.

In fiscal 2023, the net cash from financing activities was ₹ 23.47 lakhs. This was on account of proceeds of long-term Borrowings and interest paid.

### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

#### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity.

There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

#### ***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

Except for any change in economic policy affecting our industry in India, there are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

#### ***3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “Risk Factors” beginning on page 23 in the Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### ***4. Future changes in relationship between costs and revenues***

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

#### ***5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices***

Increases in revenues are by and large linked to increases in volume of our business.

#### ***6. Status of any publicly announced New Products or Business Segment***

Our Company has not announced any new Product.

#### ***7. Seasonality of business***

Our Business is not seasonal in Nature but the sales is fluctuated due to festive season.

#### ***8. Dependence on few customers/ clients***

The percentage of contribution of our Company’s Top Customers/Clients for the year ended March 31, 2025 is as follows:

<b>Particulars</b>	<b>Customers</b>
Top Ten (%)	30.79%



### ***9. Competitive conditions***

Competitive conditions are as described under the Chapters “Industry Overview” and “Business Overview” beginning on pages 100 and 123 respectively of the Red Herring Prospectus.

### ***10. Details of material developments after the date of last balance sheet i.e. March 31, 2025***

After the date of last Balance sheet i.e. March 31, 2025, no material events have occurred after the last audited period.

## CAPITALIZATION STATEMENT

(₹ in Lakhs)

Particulars	Pre-Issue As at 31/03/2025	Post Issue*
<b>Debt :</b>		
Long Term Debt <sup>#</sup>	57.65	57.65
Short Term Debt <sup>#</sup>	14.06	14.06
<b>Total Debt</b>	<b>71.71</b>	<b>71.71</b>
<b>Shareholders Funds</b>		
Equity Share Capital <sup>#</sup>	1,400.00	[●]
Reserves and Surplus <sup>#</sup>	1,043.98	[●]
<b>Total Shareholders' Funds</b>	<b>2,443.98</b>	[●]
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.02</b>	[●]
<b>Total Debt / Shareholders Fund</b>	<b>0.03</b>	[●]
* The corresponding post-Issue capitalization data is not determinable at this stage pending the completion of the Book Building process and hence have not been furnished. To be updated upon finalization of the Issue Price.		
# These Terms shall carry the meaning as per Schedule III of The Companies Act, 2013.		
1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.		
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2025.		
4. Company has allotted 1,35,00,000 Bonus Equity Shares on 21-11-2024 in the ratio of 27:1 i.e. 1 Bonus equity shares for every 1 equity shares held on 21-11-2024		

## **SECTION X – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered the Litigation where amount involved exceeds Rs. 5,00,000/- or lower of following:*

- (a) Two percent of turnover, as per the latest annual restated financial statements of the issuer; or*
- (b) Two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or*
- (c) Five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer.*

*Where the monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) & (ii) above, such litigations whose outcome would have a bearing on the business operations, prospects or reputation of our Company or (iii) Notices received by Company, Promoters or Directors, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters, as the case may be, are impleaded as parties in proceedings before any judicial forum or (iv) any litigation involving our Group Companies which may have material impact on our Company.*

*In addition to above, with regard to the Key Managerial Personnel and Senior Managerial personnel the Company has disclosed the following outstanding litigations:*

- i All criminal proceedings.*
- ii All actions by statutory and / or regulatory authorities (including any notices sent by them);*

*The Company has a policy for identification of Material Outstanding Dues to Creditors, in terms of the SEBI (ICDR) Regulations, 2018 as amended, for creditors where outstanding due to any one of them exceeds ₹5,00,000 of the Company's trade payables as per the last restated financial statements.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING LITIGATIONS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax :

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Connplex Cinemas Limited (Formerly Known As M/S. VCS Industries Limited) 07AACCF6476A1ZT	Sales Tax Officer Class II / AVATO Ward 10:Zone 2:Delhi	ZD070124016535 Q Dated January 10, 2024 Period: Aug, 2023-December ,2023	The Show Cause Notice issued under Section 122(3)(e) of the CGST/DGST Act, 2017, highlights non-compliance with Rule 48(4) concerning the mandatory issuance of e-invoices by the taxpayer.	The total demand for Penalty is Rs. 75,000. /-	"The company has submitted a reply in the matter dated on February 09, 2024, and the case remains pending for a response from the relevant authority."
2.	M/s. Connplex Cinemas Limited (Formerly Known As M/S. VCS Industries Limited) 36AACCF6476A1ZS	Assistant Commissioner JUBILEE HILLS 3, Punjagutta , Telangana	GST ASMT-10 bearing Reference No.: ZD360525010340 Y Dated: May 08, 2025 Period: April 2021 – March 2022 Case ID: AD36052500645 64	Notice for intimating discrepancies in the return after scrutiny related to claiming excess ITC in GSTR 3B.	-	Reply is pending by the assessee.
3.	M/s. Connplex Cinemas Limited (Formerly Known As M/S. VCS Industries Limited) 24AACCF6	Sales Tax Officer Ghatak 11 (Ahmedabad) Range -3 , Division - 1	GST ASMT-10 bearing Reference No.: ZD240625089046 8 Dated: June 21, 2025 Period: April 2021 – March 2022	Notice for intimating discrepancies in the return after scrutiny related to short payment of tax, excess Input Tax Credit (ITC) availed/utilized, and mismatches	-	Reply is pending by the assessee.



	476A1ZX		Case ID: AD240625027116 C	between reported data.		
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Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF OUR COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax: NIL**

**Direct Tax: NIL**





**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 4: LITIGATION RELATING TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)**

**A. LITIGATION AGAINST OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)**

- 1) Litigation involving Criminal Laws - NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities - NIL
- 3) Disciplinary Actions by Authorities - NIL
- 4) Litigation involving Tax Liability - NIL
- 5) Other Pending Litigation based on Materiality Policy of our Company - NIL

**B. LITIGATION FILED BY OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)**

- 1) Litigation involving Criminal Laws - NIL
- 2) Litigation Involving Actions by Statutory/Regulatory Authorities - NIL
- 3) Disciplinary Actions by Authorities - NIL
- 4) Litigation involving Tax Liability - NIL
- 5) Other Pending Litigation based on Materiality Policy of our Company - NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Red Herring Prospectus



## **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

## **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

## **NON-PAYMENT OF STATUTORY DUES**

As on the date of the Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

## **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Red Herring Prospectus.

## **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

## **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

## **MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 196 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company. Below are the details of the Creditors where outstanding amount as on March 31, 2025

<b>Name</b>	<b>No. of creditors</b>	<b>Balance as on March 31, 2025 (₹ in Lakhs)</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	53	187.09
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	195	433.17
Total outstanding dues to Material Creditors	33	474.30

*As certified by the M/s Nalin K Thakkar & Co., Chartered Accountants vide their certificate dated July 14, 2025 vide UDIN 25101454BMIOEN3215.*



## **GOVERNMENT AND OTHER APPROVALS**

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation:**

1. Certificate of Incorporation dated September 01, 2015 from the Registrar of Companies, Central Registration Center, under the Companies Act, 2013 as "Fohatron Power Limited" (Company Identification Number. U40106DL2015PLC284745)
2. Fresh Certificate of Incorporation dated February 16, 2018 from the Registrar of Companies, Delhi, consequent to Name Change of the Company from Fohatron Power Limited 'to "VCS Industries Limited" (Corporate Identification No. - U72100DL2015PLC284745).
3. Certificate of Registration of Regional Director Order for Change of State, dated January 03, 2020 issued pursuant to shifting of registered office from the National Capital Territory of Delhi to the State of Gujarat and accordingly change of Corporate Identification Number from U72100DL2015PLC284745 to U72100GJ2015PLC111882.
4. Certificate of registration of the special resolution confirming alteration of object clause of our Company dated August 24, 2020 issued by the Registrar of Companies, (Company Identification Number changed from U72100GJ2015PLC111882 to U74110GJ2015PLC111882)
5. Fresh Certificate of Incorporation dated August 14, 2024 from the Registrar of Companies, Central Registration Center, consequent to Change of the name of the Company from VCS Industries Limited 'to "Connplex Cinemas Limited" (Corporate Identification No. - U74110GJ2015PLC111882).

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on October 25, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated November 18, 2024 under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated January 16, 2025, August 02, 2025 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus respectively with NSE EMERGE.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the NSE Emerge dated June 11, 2025, Letter Ref: NSE/LIST/ 5141 for listing of Equity Shares issued pursuant to the issue.

### Other Approvals

1. The Company has entered into a tripartite agreement dated January 10, 2025 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Accurate Securities and Registry Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated September 14, 2020 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Accurate Securities and Registry Private Limited, for the dematerialization of its shares.
3. ISIN-INE0EAS01014

### APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

#### Tax Related Approvals

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	---	AACCF6476A	Income Tax Department	September 01, 2015	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	M/s. Connplex Cinemas Ltd, Tenth Floor C-1001 Krish Cubical Sindhu Bhavan Road Thaltej-380059 Gujarat	AHMOV08224G	Income Tax Department	---	Valid till Cancelled
3.	Professions Tax Registration Certificate (P.T.R.C.)	M/s. Connplex Cinemas Ltd , C-1001,1002 Crish Cubical, Opp. Bhavin School, Nr-Govardhan Party Plot,,380059	PRC010680000511	Amdavad Municipal Corporation, Ahmadabad	September 20, 2024	Valid till Cancelled
4.	Professions Tax' Enrollment Certificate (P.T.E.C.)	M/s. Connplex Cinemas Ltd , C-1001,1002 Crish Cubical, Opp. Bhavin School, Nr-Govardhan Party Plot,,380059	PEC010680077330	Amdavad Municipal Corporation, Ahmadabad	September 20, 2024	Valid till Cancelled
5.	Professions Tax' Enrollment Certificate (P.T.E.C.)	7the Floor, 32, Om Tower, Chowringhee Road,Kolkata, West Bengal, 700071	192172280217	West Bengal	March 30, 2024	Valid till Cancelled

#### **GST Registration Certificates, Valid till Cancelled:**

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue
1	GST Registration Certificate (Bihar)	<b>M/s. Connplex Cinemas Limited,</b> 1St Floor, 102, Hathua House, Kadamkuan, Pirmuhani, Patna, Bihar, 800003 <b>Additional Place of Business:</b> 1. Fourth Floor, 01, J D Mall, SPVerma Road, Lodipur, Patna, Bihar, 800001 2. Third Floor, Piller Number 29, B S Complex, Raja Bazar Pul, Samanpura, Patna, Bihar,800014	10AACCF6476A1Z6	Goods and Services Tax department	Registration certificate dated April 06, 2021  Latest amended Certificate dated May 07, 2025

		<p>3. Second And Third Floor, 1, S R Arcade, Near Mahavir Cancer Sansthan, Phulwari Sharif, Patna, Bihar, 801505</p> <p>4. 4Th Floor, 3Rd Floor, Ipg Mall, Nh 131A, Connplex Smart Theatre, Near DalanChawk, Rampur, Katihar, Bihar, 854115</p> <p>5. Third And Forth Floor, 3 - 4, Chandrika Tower, Sh 47, Laxmi Medical Hall, GosainChhapra, Siwan, Siwan, Bihar, 841227</p> <p>6. FOURTH FLOOR, OLD HOLDING NO. 61,62/61, HL TOWER, Ram Ratan Lane, New Bank Colony, Bhagalpur, Bhagalpur, Bihar, 812001</p> <p>7. Ground Floor, 01, NATRAJ PICTURE PALACE, Nardiganj Road, Mahavir Coaching Centre, New Area, Nawada, Nawada, Bihar, 805110</p> <p>8. Ground Floor, Khata - 1104, Ward No. 61, Khesra No. 860 Opp. Kiran Automobiles, Kamaldah Path, Ranipur, Patna, Patna, Bihar, 800007</p> <p>9. Ground Floor, 01, M and G Multiplex ( Rai Enterprises ), Sant Kabir Road, Kargahiya Pachhim Banu Chhapra Pachhim Champaran, Bettiah, Pashchim Champaran, Bihar, 845438</p> <p>10. Third Floor, Ward No. 48, KGP Complex, Circle Bankipur, Bikana Pahari, Bari Path, Shareef Colony, Bankipur, Patna, Patna, Bihar, 800006</p> <p>11. First &amp; Second Floor, Plot No. 1377 &amp; 1379, Nutan Complex, Beside Nutan Tower, Kankarbagh Main Road, Patna, Patna, Bihar, 800001</p> <p>12. Third Floor, Khesra No. 565,, Mahaseth Complex,, Opposite Suri High School,, Madhubani, Madhubani, Bihar, 847211</p> <p>13. Second Floor, Survey Plot No. 99 &amp; 102,, Vijay Heights,, Opp. Prema Kia,, Dasrath, Sipara, Patna, Patna, Bihar, 800002</p>			
2	GST Registration Certificate (Chhattisgarh)	<p>M/s. Connplex Cinemas Limited, Plot Number-97, V-24, Qube, Balco Times, Transport Nagar, Korba, Chhattisgarh, 495677</p> <p>Additional Place of Business:</p> <p>1. Fourth Floor, 01, Shree Krishna Central Mall,, Shrikant Verma Marg, Rama Valley, Bilaspur, Bilaspur, Chhattisgarh, 495001</p>	22AACCF6476A1Z1	Goods and Services Tax department	Registration Certificate dated April 08, 2024 Latest Amended Certificate dated June 13, 2025
3	GST Registration Certificate (Delhi)	<p>M/s. Connplex Cinemas Limited, Gf, B/97, Anand Vihar, Shahdara, Delhi, South East , Delhi, 110092</p>	07AACCF6476A1ZT	Goods and Services Tax department	Registration Certificate dated August 03, 2019 Latest amended Certificate dated July 03, 2025
4	GST Registration Certificate (Gujarat)	<p>M/s. Connplex Cinemas Limited, 10<sup>th</sup> Floor, C-1001, 1002, Krish Cubical, Sindhu Bhavan Road, Ahmedabad, Gujarat-380059</p> <p><b>Additional Place of Business:</b></p>	24AACCF6476A1ZX	Goods and Services Tax department	Registration Certificate dated December 05, 2019 Latest amended Certificate dated



		<ol style="list-style-type: none"> <li>1. Second Floor,201,202,203,204, Turquoise 3, South Bopal Road, Bopal, Ahmedabad,Gujarat, 380057</li> <li>2. Fourth Floor,2,3, Campus Corner 2, 100 Feet Road, Prahlad Nagar, Ahmedabad, Gujarat, 380015</li> <li>3. Grouind Floor, S NO.30/P1/P1/P2, Ashapura Entertainment LLP, Rajpar Road, Rajpar, Dhrangadhra, Surendranagar, Gujarat, 363310</li> <li>4. First Floor, B-110, Trogan Two, Radhanpur Bypass Road, Panchot Village, Mahesana, Gujarat, 384002</li> <li>5. First Floor, Shop No. 101To 108,Anam 1,Mangaldas Road, Bosch India Ltd Sales And Marketing Ahmedabad, Ambavadi, Ahmedabad, Gujarat, 380006</li> <li>6. Second Floor, Shop No. 201 To 204, Shilp Epitome, Raj Path Club Road, Table Tales, Bodakdev,AhMedabad,Ahmedabad, Gujarat,380054</li> <li>7. Second Floor, Shop No. 205 To 207, Shilp The Address, Sardar Patel Ring Road,Crimson&amp; Clover, Shilaj,Ahmedabad, Gujarat, 380059</li> <li>8. Third Floor, Shop No. 301 To 308 &amp; 315 To 320, Shreeji Signature,Gandhinagar Bypass, Kameshwar International School, Sargasan, Gandhinagar, Gujarat, 382421</li> <li>9. First Floor, Shop No. 101To 108, Link, Unnamed Road, Link, Gola, Ahmedabad, Gujarat,382481</li> <li>10. Ground Floor, Shop No. 1, Navrang Park 2, 2Nd Ring Road, Rajkot Taluka Police Station, Rajkot, Gujarat,360005</li> <li>11. First Floor, A - 102, Master Avenue, Sarkhej Gandhi Nagar Road,Veena Farm 2, Gandhinagar, Gujarat,382421</li> <li>12. 2<sup>nd</sup> Floor, GJ Central, City Survey No. 2254/1, Opp. Express Hotel, Alkapuri Road, Alkapuri Vadodara, Gujarat-390007</li> </ol>			June 16, 2025
5	GST Registration Certificate (Haryana)	M/s. Connplex Cinemas Limited, Second Floor, Plot Number 4, Minarch Tower, Arya Samaj Road, Sector 44, Gurugram, Haryana, 122003	06AACCF6 476A1ZV	Goods and Services Tax department	Registration Certificate dated August 13, 2024 Latest amended certificate dated October 07, 2024
6	GST Registration Certificate (Himachal Pradesh)	M/s. Connplex Cinemas Limited, Ward No. 4, VPO Rakkar, Near Ghoomakad Chowk, Opposite Shiv Mandir Rakkar, Dharamshala, Kangra, Himachal Pradesh 176057	02AACCF6 476A1Z3	Goods and Services Tax department	Registration Certificate dated June 08, 2022 Latest amended certificate dated May 17, 2025
7	GST Registration Certificate (Karnataka)	M/s. Connplex Cinemas Limited, Ground floor, 62/1, New No. 7, 1St Cross, 2Nd Main, Ganga Nagar, Bengaluru, Bengaluru Urban, Karnataka, 560032	29AACCF6 476A1ZN	Goods and Services Tax department	Registration Certificate Dated June 12, 2022 Latest amended certificate dated

					October 23, 2024
8	GST Registration Certificate (Madhya Pradesh)	M/s. Connplex Cinemas Limited, 305, 3rd Floor, Satguru Parinay, PU3, Scheme No. 54, A.B Road, Indore, Madhya Pradesh, 45210	23AACCF6 476A1ZZ	Goods and Services Tax department	Registration Certificate Dated March 28, 2024 Latest amended certificate dated July 09, 2025
9	GST Registration Certificate (Maharashtra)	M/s. Connplex Cinemas Limited, Ground, Workstar Co Working S.No. 16/6, Pinnac Apartment Erandwane Society, Erandwane Road, Pune, Maharashtra, 411004 <b>Additional Place of Business:</b> 1.Third Floor, 1, PremdanChowk, Ahmednagar, Sawedi Nagar, Ahmednagar, Maharashtra, 414003 2. Second Floor, Malpani Multiplex Mall, College Road, Above Croma & Zudio, Opp. Shri Shantinath Jain Temple, Gunjanwadi, Sangamner, Ahilyanagar, Maharashtra, 422608	27AACCF6 476A1ZR	Goods and Services Tax department	Registration Certificate dated September 20, 2022 Latest amended certificate dated July 18, 2025
10	GST Registration Certificate (Odisha)	M/s. Connplex Cinemas, 6Th Floor, Ou-618, Pl-6/3925.7, 29, 30, 31/3808 Nexus Esplanade, Mancheswar, Bomikhal, Bhubaneswar, Khordha, Odisha, 751010 Additional Place of Business: 1.Second Floor, Khata No. 28/969, Jk Plaza, Dongriguda Rd, Infront Of Reliance Trends, Shanti 2.First Floor, Ward 14, Utkal Centre Point, Chorda Bypass, Jajpur Road, Byasanagar, Jajpur, Odisha, 755020	21AACCF6 476A1Z3	Goods and Services Tax department	Registration Certificate dated August 13, 2023 Latest amended Certificate dated July 22, 2025
11	GST Registration Certificate (Punjab)	M/s. VCS Industries Limited, Village - Pabhat - 102, Cabin No. 278, Second Floor, Godown Area, Mohali, Zirakpur, Sas Nagar, Punjab, 140603	03AACCF6 476A1Z1	Goods and Services Tax department	Registration Certificate dated April 04, 2022 Latest amended Certificate dated April 25, 2024
12	GST Registration Certificate (Rajasthan)	M/s. Connplex Cinemas Limited, 1-CIN, CINEWORLD THEATRE, Harihbau Upadhyay Nagar, Ajmer, Rajasthan, India - 305001	08AACCF6 476A1ZR	Goods and Services Tax department	Registration Certificate dated January 21, 2021 Latest amended Certificate dated April 25, 2025
13	GST Registration Certificate (Telangana)	M/s. Connplex Cinemas Limited, 8-2-630/B/B/1, Mount Banjara Complex, Road No. 12, Banjara Hills, Hyderabad, Telangana, 500034	36AACCF6 476A1ZS	Goods and Services Tax department	Registration Certificate Dated March 22, 2022 Latest amended Certificate dated June 20, 2025
14	GST Registration Certificate (Uttar Pradesh)	M/s. Connplex Cinemas Limited, Second Floor, Khasra No. 707, Raghunath Associates, Delhi Road, Charmi Village, Hapur, Uttar Pradesh, 245101	09AACCF6 476A1ZP	Goods and Services Tax department	Registration Certificate Dated July 19, 2024 Latest amended Certificate dated July 03, 2025
15	GST Registration	M/s. Connplex Cinemas Limited	19AACCF6 476A1ZO	Goods and Services	Registration Certificate Dated

	Certificate (West Bengal)	7th Floor, 32, Om Tower, Chowringhee Road, Kolkata, West Bengal, 700071		Tax department	February 27, 2023 Latest amended Certificate dated June 25, 2025
16.	GST Registration Certificate (Andhra Pradesh)	M/S Connplex Cinemas Limited SHRI SQUARE, 1ST Floor, Sasi College Rd, RTC Complex, Tadepalligudem, West Godavari, Andhra Pradesh - 534101	37AACCF6476A1ZQ	Goods and Services Tax department	Registration Certificate Dated January 01, 2025
17.	GST Registration Certificate (Jharkhand)	M/s. Connplex Cinemas Limited 5th Floor, Centre Point Mall, Katras Rd., Beside Rajendra Market, Bank More, Dhanbad - 826001	20AACCF6476A1Z5	Goods and Services Tax department	Registration Certificate Dated May 15, 2025
18.	GST Registration certificate (Gujarat)	M/s. Connplex Cinemas Limited, Tenth Floor, C-1001,1002, Krish Cubical, Sindhu Bhavan Road, Thaltej, Ahmedabad,Gujarat-380059	24AACCF6476A2ZW	Goods and Services Tax department	Registration certificate Dated April 01, 2025 Last amended certificate dated April 21, 2025

**Registrations related to Labour Laws:**

S.N o.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	UDYAM Registration Certificate	M/s. Connplex Cinemas Limited C 1001 – 1002, Krish Cubical, Nr. Govardhan Party Plot, Thaltej, Ahmedabad - 380059	UDYAM-GJ-01-0053073	Ministry Of Micro, Small & Medium Enterprises	March 05, 2021	Valid till Cancelled
2.	Registration under Employee State Insurance Act (ESIC)	M/s.Connplex Cinemas Limited, 7 Floor 703 Titanium Sarkhej Gandhinagar Highway Bodakdev Ahmedabad,380054	37001867950001201	Employees' State Insurance Corporation,Ahmedabad	September 11, 2024	Valid till Cancelled
3.	Registration under the Employees Provident fund (EPF)	M/s.VCS Industries Limited	GJAH3317853000	Employees' Provident Fund	June 26, 2024	Valid till Cancelled
4.	Registration under The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019	M/s. Connplex Cinemas Limited, C-1001,1002-Crisha Cubical, Opp-Bhavin School, Nr-Govardhan Party Plot, Ahmedabad 380059	PI/THLSHR/20016459/0277112 (THALTEJ SHILAJRD.)	Ahmedabad Municipal Corporation, Ahmedabad	September 20, 2024	September 19, 2029
5.	Professional Tax Registration Certificate (P.T.R.C)	M/s. Connplex Cinemas Limited C 1001 – 1002, Krish Cubical, Nr. Govardhan Party Plot, Thaltej, Ahmedabad - 380059	10AHMV08224GR	Patna Central Circle 1	March 03, 2025	Valid till Cancelled

**Business Related Approvals:**

S.N o.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
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1.	Registration Certificate under Food Safety and Standards Act, 2006 (For Club/ Canteen)	M/s. VCS Industries Ltd, 703, Titanium One, Nr Pakwan Cross Road, Nr Shabri Water Works S GHighway, Bodakdev, Bodakdev(New West Zone), Ahmedabad Municipal Corporation, Ahmedabad, Gujarat-380054	Registration Number: 2072203800 0932	Food Safety and Standards Authority of India (FSSAI)	Originally registered on February 25, 2022	Renewed upto March 01, 2029
2.	Registration Certificate under Food Safety and Standards Act, 2006 (For Club/ Canteen)	M/s. VCS Industries Ltd, Ahmedabad International Airport Terminal -02, Retail Plaza Container C-4, Ahmedabad Municipal Corporation, Ahmedabad, Gujarat-382421	1002481000 0035	Food Safety and Standards Authority of India (FSSAI)	November 11, 2024	November 10, 2025

### Shop Act Registration Certificate

S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
1	GST-Principal	1St Floor, 102, Hathua House, Kadamkuan, Pirmuhani, Patna, Bihar, 800003	Bihar	Bihar State Office – For GST Registration	Application for registration to be filed	NA	NA
2	GST-Additional	Fourth Floor, 01, J D Mall, SP Verma Road, Lodipur, Patna, Bihar, 800001		Franchise Operated	NA	35/2022 valid from January 01, 2025 till December 31, 2025	NA
3	GST-Additional	Third Floor, Piller Number 29, B S Complex, Raja Bazar Pul, Samanpura, Patna, Bihar, 800014		Franchise Operated	NA	License No. 32/2022 Applied for renewal vide application dated January 20, 2025	2109 dated May 12, 2025
4	GST-Additional	Second And Third Floor, 1, S R Arcade, Near Mahavir Cancer Sansthan, Phulwari Sharif, Patna, Bihar, 801505		Franchise Operated	NA	License No. 38/2023 Renewed on May 15, 2025 till December 31, 2025	NA
5	GST-Additional	4Th Floor, 3Rd Floor, Ipg Mall, Nh 131A, Connplex Smart Theatre, Near Dalan Chawk, Rampur, Katihar, Bihar, 854115		Franchise Operated	NA	*License no. 1422 dated July 21, 2022 expired on december 31, 2024 and applied for renewal vide application dated December 17, 2024	Applied for renewal vide application dated December 15, 2024
6	GST-Additional	Third And Forth Floor, 3 - 4, Chandrika Tower, Sh 47, Laxmi Medical Hall, Gosain Chhapra, Siwan, Siwan, Bihar, 841227		Franchise Operated	NA	*Applied for renewal vide application dated November 29, 2024	NOC dated November 30, 2024 till May 31, 2025

S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
7	GST-Additional	Fourth Floor, Old Holding No. 61,62/61, HI Tower, Ram Ratan Lane, New Bank Colony, Bhagalpur, Bihar, 812001	Bihar	Franchise Operated	NA	License no. 07-01/2023/2929 dated August 08, 2024 valid till August 07, 2025	Audit no. 1318/I.D-37-F.O.-2022 dated March 21, 2025 valid till March 20, 2026
8	GST-Additional	Ground Floor, 01, Natraj Picture Palace, Nardiganj Road, Mahavir Coaching Centre, New Area, Nawada, Nawada, Bihar, 805110		Franchise Operated	NA	License No. 1/1989 renewed upto december 31, 2025	Letter no. 3651/I,D20F0-2022 Part-III dated May 15, 2025 valid upto May 14, 2026
9	GST-Additional	Ground Floor, Khata - 1104, Ward No. 61, Khesra No. 860 Opp. Kiran Automobiles, Kamaldah Path, Ranipur, Patna, Patna, Bihar, 800007		Franchise Operated	NA	NA	NA
10	GST-Additional	Ground Floor, 01, M and G Multiplex ( Rai Enterprises ), Sant Kabir Road, Kargahiya Pachhim BanuChappra Pachhim Champaran, Bettiah, Pashchim Champaran, Bihar, 845438		Franchise Operated	NA	1856 dated December 24, 2024 valid upto December 23, 2025	Audit no. 5793 dated December 04, 2024 valid till October, 19 2025
11	GST-Additional	Third Floor, Ward No. 48, KGP Complex, Circle Bankipur, Bikana Pahari, Bari Path, Shareef Colony, Bankipur, Patna, Patna, Bihar, 800006		Franchise Operated	NA	NA	NA
12.	GST-Additional	First & Second Floor, Plot No. 1377 & 1379, Nutan Complex, Beside Nutan Tower, Kankarbagh Main Road, Patna, Patna, Bihar, 800001	Bihar	Franchise Operated – Business yet to start	NA	NA	NA
13.	GST-Additional	Third Floor, Khesra No. 565,, Mahaseth Complex,, Opposite Suri High School,, Madhubani, Madhubani, Bihar, 847211		Franchise Operated	NA	1831/J.Sa, Madhubani dated May 28, 2025 valid upto May 27, 2026	letter Audit No. 11202025 dated May 17, 2025 valid till May 16, 2026
14.	GST-Additional	Second Floor, Survey Plot No. 99 & 102,, Vijay Heights, Opp. Prema Kia,, Dasrath, Sipara,Patna, Patna, Bihar, 800002		Franchise Operated – Business yet to start	NA	NA	NA

S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
15.	GST-Principal	Plot Number-97, V-24, Qube, Balco Times, Transport Nagar, Korba, Chhattisgarh, 495677	Chhattisgarh	Virtual Office for GST Registration	NA	NA	NA
16.	GST - Additional	Shri Krishna Plaza, Shrikant Verma Marg, 4 <sup>th</sup> Floor, Bilaspur-495001, Chattisgarh		Franchise Operated	NA	letter No. F3-04/2024/30 dated January 03, 2025 valid till March 31, 2026. Registration no. for different screens: Screen 1: 82/1, Screen 2: 82/2; Screen3: 82/3; screen4: 82/4	00/BSP0001402 3/Fire Service/NOC/2024/Bilaspur dated October 15, 2024 valid till October 14, 2025
17.	GST-Additional	Fourth Floor, 01, Shree Krishna Central Mall, Shrikant Verma Marg, Rama Valley, Bilaspur, Chhattisgarh-495001		Franchise Operated	NA	NA	NA
18.	GST-Principal	Gf, B/97, Anand Vihar, Shahdara, Delhi, South East , Delhi, 110092	Delhi	Virtual Office for GST Registration	NA	NA	NA
19.	GST-Principal	C-1001 to 1008, Crish Cubical, Opp. Bhavin School, Nr. Govardhan Party Plot, Thaltej, Ahmedabad, Gujarat-380059 (THALTEJSHILAJRD.) Original Certificate Issuing Date September 20, 2024. New Certificate issued dated January 20, 2025 Valid upto January 19, 2030.	Gujarat	Registered Head Office	PII/THL SHR/200 16459/02 79748	NA	Fire Safety certificate no. FSCA/O/CFOA MC/2021/00011 108 and renewal certificate no. FSCA/O/CFOA MC/2021/00011 108/R1 dated November 21, 2024 valid upto November 21, 2026
20	GST-Additional	Second Floor, 201, 202, 203, 204, Turquoise 3, South Bopal Road, Bopal, Ahmedabad, Gujarat, 380057		Franchise Operated	NA	NA	NOC849814062 023 dated July 05, 2023 valid till July 04, 2026
21	GST-Additional	Fourth Floor, 2, 3, Campus Corner 2, 100 Feet Road, Prahlad Nagar, Ahmedabad, Gujarat, 380015		Franchise Operated	NA	VC1984/2021/00018, *applied for renewal of license vide application dated December 20, 2024	FSCA/O/CFOA MC/2021/00016 864 dated September 19, 2024 valid till September 19, 2026



S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
22	GST-Additional	Ground Floor, S N0.30/P1/P1/P2, Ashapura Entertainment LLp, Rajpar Road, Rajpar, Dhrangadhra, Surendranagar, Gujarat, 363310		Franchise Operated	NA	CINEMUL TI/2022/00006 valid from January 09, 2023 till January 08, 2026	FSCOP/44898/2 025/00120187
23	GST-Additional	First Floor, B-110, Trogan Two, Radhanpur Bypass Road, Panchot Village, Mahesana, Gujarat, 384002		Franchise Operated	NA	NA	NA
24	GST-Additional	First Floor, Shop No. 101 To 108, Anam 1, Mangaldas Road, Bosch India Ltd Sales And Marketing Ahmedabad, Ambavadi, Ahmedabad, Gujarat, 380006		Franchise Operated	NA	VC1984/2024/00007 valid from May 06, 2024 till May 05, 2027	*Applied vide application no. 2025/00120187 dated April 24, 2025
25	GST-Additional	Second Floor, Shop No. 201 To 204, Shilp Epitome, Raj Path Club Road, Table Tales, Bodakdev, Ah Medabad, Ahmedabad, Gujarat, 380054		Franchise Operated – Premises Sub Leased by Connplex to Franchise	NA	VC1984/2023/00015 valid from August 22, 2023 till August 21, 2026	FNOC-NW02-019-I-D-0200003 dated November 09, 2023 valid till November 09, 2026
26	GST-Additional	Second Floor, Shop No. 204, Shilp Epitome, Raj Path Club Road, Table Tales, Bodakdev, Ah Medabad, Ahmedabad, Gujarat, 380054		Franchise Operated – Premises Sub Leased by Connplex to Franchise	NA	NA	NA
27	GST-Additional	Second Floor, Shop No. 205 To 207, Shilp The Address, Sardar Patel Ring Road, Crimson & Clover, Shilaj, Ahmedabad, Gujarat, 380059		Franchise Operated – Premises Sub Leased by Connplex to Franchise	NA	VC1984/2023/00023 valid from December, 07 2023 till December 06, 2026	FNOC-SW02-999-H-D-0200001 dated September 29, 2023 valid till September 29, 2026
28	GST-Additional	Third Floor, Shop No. 301 To 308 & 315 To 320, Shreeji Signature, Gandhinagar Bypass, Kameshwar International School, Sargasan, Gandhinagar, Gujarat, 382421		Franchise Operated – Premises Sub Leased by Connplex	NA	VC1984/2024/00001 valid from February 14, 2024 till February 13, 2027	GFES/R-1/072/2024 dated June 27, 2024 valid till June 26, 2027
29	GST-Additional	First Floor, Shop No. 101 To 108, Link, Unnamed Road, Link, Gota, Ahmedabad,		Franchise Operated – Premises	NA	VC1984/2024/00010 valid from May 06, 2024 till May 05,	FSCA No. 346/2024 dated May 03, 2024


S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
		Gujarat, 382481		Sub Leased by Connplex		2027	valid till May 02, 2027
30	GST-Additional	Ground Floor, Shop No. 1, Navrang Park 2, 2Nd Ring Road, Rajkot Taluka Police Station, Rajkot, Gujarat, 360005		Franchise Operated	NA	MNR/VIDEO LICENSE/04/2023 dated May 29, 2023 valid till December 31, 2025	NA
31	GST-Additional	First Floor, A - 102, Master Avenue, Sarkhej Gandhi Nagar Road, Veena Farm 2, Gandhinagar, Gujarat, 382421		Franchise Operated	NA	VC1984/2023/00025 valid from January 19, 2024 till January 18, 2027	GFES/R-1/073/2024 dated June 27, 2024 valid till June 26, 2027
32	GST-Additional	2 <sup>nd</sup> Floor, GJ Central, City Survey No. 2254/1, Opp. Express Hotel, Alkapuri Road, Alkapuri Vadodara, Gujarat-390007		Company Operated – Cinema Under Construction	NA	VC1984/2025/00005 valid from November 11, 2025 till November 12, 2028	No. CFO-VMC/F.No. 613/NOC-Assembly-3185/24-25 dated February 11, 2025 valid till February 10, 2028
33	GST-Principal	Second Floor, Plot Number 4, Minarch Tower, Arya Samaj Road, Sector 44, Gurugram, Haryana, 122003	Haryana	Virtual Office for GST Registration	NA	NA	NA
34	GST-Principal	Ward No. 4, VPO Rakkar, Near Ghoomakad Chowk, Opposite Shiv Mandir Rakkar, Dharamshala, Kangra, Himachal Pradesh 176057	Himachal Pradesh	Virtual Office for GST Registration	NA	NA	NA
35	GST-Principal	62/1, New No. 7, 1St Cross, 2Nd Main, Ganga Nagar, Bengaluru, Bengaluru Urban, Karnataka, 560032	Karnataka	Virtual Office for GST Registration	NA	NA	NA
36	GST-Principal	305, 3rd Floor, Satguru Parinay, PU3, Scheme No. 54, A.B Road, Indore, Madhya Pradesh, 45210	Madhya Pradesh	Virtual Office for GST Registration	NA	NA	NA
37	GST-Principal	Ground, Workstar Co Working S.No. 16/6, Pinnac Apartment Erandwane Society, Erandwane Road, Pune, Maharashtra, 411004	Maharashtra	Virtual Office for GST Registration	NA	NA	NA

S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
38	GST-Additional	Third Floor, 1, Premdan Chowk, Ahmednagar, Sawedi Nagar, Ahmednagar, Maharashtra, 414003		Franchise Operated	NA	License No. 1/2023; 2/2023 & 03/2023 all dated January 17, 2023 renewed upto December 31, 2025	660/2024 dated December 16, 2024 valid till December 16, 2025
39	GST-Additional	Second Floor, Malpani Multiplex Mall, College Road, Above Croma & Zudio, Opp. Shri Shantinath Jain Temple, Gunjanwadi, Sangamner, Ahilyanagar, Maharashtra, 422608		Company Operated – Under construction	NA	NA	NA
40	GST-Principal	6Th Floor, Ou-618, Pl-6/3925. 7, 29, 30, 31/3808 Nexus Esplanade, Mancheswar, Bomikhal, Bhubaneswar, Khordha, Odisha, 751010	Odisha	Virtual Office for GST Registration	NA	NA	NA
41	GST-Additional	Second Floor, Khata No. 28/969, Jk Plaza, Dongriguda Rd, Infront Of Reliance Trends, Shanti		Franchise Operated	NA	15411/iV-17/2024 dated November 22, 2024 valid upto November 08, 2025 (Subject to renewal of fire NOC by September 18, 2025)	Certificate No. FIRCER140931 0042023003456 dated September 19, 2023 valid till September 18, 2025
42	GST-Additional	First Floor, Ward 14, Utkal Centre Point, Chorda Bypass, Jajpur Road, Byasanagar, Jajpur, Odisha, 755020		Franchise Operated	NA	NA	NA
43	GST-Principal	1st Floor, Elysian Tower, Ludhiana Highway, Isher Nagar	Punjab	Virtual Office for GST Registration	NA	NA	NA
44	GST-Principal	Third Floor, 1-CIN, CINEWORLD THEATRE, Haribhau Upadhyay Nagar, Ajmer, Rajasthan, India - 305001	Rajasthan	Virtual Office for GST Registration	NA	NA	NA
45	GST-Additional	Connplex Balotra, RAJ RESORT, Nakoda Rd, Near Rajendra Dham, Balotra, Nakoda,		Franchise Operated	NA	NA	NPBA/Fire/2024/3919 dated July 31, 2024 valid till July 30, 2026
46	GST-Principal	8-2-630/B/B/1, Mount Banjara Complex, Road No. 12, Banjara Hills, Hyderabad, Telangana, 500034	Telangana	Virtual Office for GST Registration	NA	NA	NA

S. No	Add Ref.	Address of Place of Business / Premises	State	Model of Operation	Shop Act Registration	license from District Magistrate / Commissioner of Police	Fire Certificate
47	As per Deed	2 <sup>nd</sup> Floor, GHR Honda Complex, Nayanagar Main road, Kodad-Telangana		Franchise Operated	NA	NA	NA
48	GST-Principal	Second Floor, Khasra No. 707, Raghunath Associates, Delhi Road, Charmi Village, Hapur, Uttar Pradesh, 245101	Uttar Pradesh	Company Operated – Cinema Under Construction	NA	NA	NA
49	GST-Principal	7 <sup>th</sup> Floor, 32, Om Tower, Chowringhee Road, Kolkata, West Bengal, 700071	West Bengal	Virtual Office for GST Registration	NA	NA	NA
50	GST-Principal	5 <sup>TH</sup> , Ward No. 21, Centre Point Mall, Katras Road, Besides Rajendra Marlet bank More Dhanbad, Jharkhand-826001	Jharkhand	Company Operated – Cinema Under Construction	NA	NA	NA
51	GST-Principal	First Floor, Door No.1-53-1/A, Survey No.163/2 & 164, Sri Square Shopping Mall, Sasi College Road, West Godavari, Tadepalligudem, Andhra Pradesh-534101	Andhra Pradesh	Company Operated	NA	File No. DTCL-13024(36)/4/2024-MAGI SEC Dated April 04, 2025 valid till March 31, 2026	NA

### Intellectual Property

Trademarks / Copyrights registered/Obected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Application number	Owner	Authority	Validity	Current Status
1.	<b>Device</b> “CONNPLEX”  CONNFLIX “	41	4220820	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From June 29, 2019 to June 29, 2029	Registered
2.	<b>Word</b> “CONNPLEX SMART THEATRES”	41	5630640	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From September 29, 2022 to September 29, 2032	Registered
3.	<b>Word</b> “CONNPLEX SMARTPLEX”	41	5630641	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From September 29, 2022 to September 29, 2032	Registered
4.	<b>Word</b> “CONNPLEX SMART MINIPLEX”	41	5630642	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From September 29, 2022 to September 29, 2032	Registered

5.	<b>Word</b> “CONNPLEX”	41	5805528	M/s. CONNPLEX CINEMAS LIMITED	Trade Mark Registry, Ahmedabad	From February 13, 2023 to February 13, 2033	Registered
6.	<b>Device</b> “CONNPLEX LUXURIANCE” 	41	6147124	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
7.	<b>Word</b> “INDIA KaApna Smart Cinema - INDIA KaApna Smart Theatre”	41	5750996	M/s. CONNPLEX CINEMAS LIMITED	Trade Mark Registry, Ahmedabad	January 04, 2023	Refused
8.	<b>Word</b> “CONNPLEX”	29	6147121	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
9.	<b>Word</b> “CONNPLEX”	30	6147122	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
10.	<b>Word</b> “CONNPLEX”	43	6147123	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	From October 12, 2023 to October 12, 2033	Registered
11.	<b>Word</b> “Connplex Cinemas”	41	6446608	M/s. VCS Industries Limited	Trade Mark Registry, Ahmedabad	May 23, 2024	Formalities Check pass
12.	<b>Device</b> “CONNPLEX CINEMAS (LAYOUT)” 	41	7008656	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
13.	<b>Device</b> “CONNPLEX CINEMAS (LAYOUT)” 	41	7008657	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
14.	<b>Device</b> “CONNPLEX CINEMAS (LAYOUT)” 	41	7008658	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass

15.	Device “CONNPLEX CINEMAS (LAYOUT)” 	41	7008660	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 15, 2025	Formalities check pass
16.	Word “GAMEPLEX”	9	7031497	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
17.	Word “HOMEPLEX”	41	7031498	M/s. Connplex cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
18.	Word “GAMEPLEX”	28	7031499	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
19.	Word “HOMEPLEX”	35	7031500	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
20.	Word “GAMEPLEX”	35	7031501	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
21.	Word “GAMEPLEX”	41	7031502	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
22.	Word “HOMEPLEX”	20	7031503	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
23.	Word “GAMEPLEX”	42	7031504	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	May 28, 2025	Formalities check pass
24.	Device “CP” 	41	7097663	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
25.	Device “Connplex Cinemas” 	41	7097662	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
26.	Device “Connplex Cinemas”	41	7097664	M/s. Connplex	Trade Mark Registry,	July 03, 2025	Formalities check pass



				Cinemas Limited	Ahmedabad		
27.	Word “CONNPLEX CINEMAS EXPRESS”	41	7097661	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
28.	Word “CONNPLEX CINEMAS SIGNATURE”	41	7097660	M/s. Connplex Cinemas Limited	Trade Mark Registry, Ahmedabad	July 03, 2025	Formalities check pass
29.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Registratio n Number: A- 147989/20 23  Diary Number: 4780/2023- CO/A	M/s. VCS Industries Limited	Copyright Office, Government of India	September 22, 2023	Registered
30.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Diary Number: 4782/2023- CO/L	M/s. VCS Industries Limited	Copyright Office, Government of India	February 22, 2023	Re- Scrutiny
31.	Interior Design Of Cinema Hall Including Chair Design And Colour Combination	--	Diary Number: 2679/2023- CO/L	M/s. VCS Industries Limited	Copyright Office, Government of India	January 30, 2023	Pending for Hearing
32.	Title of Invention” AN ACTIVE LED/ LED SCREEN INTEGRATED WITH NON-DCI SERVERS”	--	Applicatio n Number: 202521045 171	M/s. Connplex Cinemas Limited	Office of the Controller General of Patents, Designs & Trademarks, India	Date of Filing: May 09, 2025 Date of Publication: May 30, 2025	--

#### Domain Name

S. No	Domain Name and ID	Registry Domain ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	theconnplex.com	GoDaddy.com, LLC	2421793129_DOMAIN_COM-VRSN IANA ID-146	August 10, 2019	August 10, 2030

#### Licenses related to cinemas:

Cinema Licenses: Cinema licenses have been submitted for renewal to the relevant authorities. The details are as follows:

S. No	Particulars	Issuing Authority	Date of Application	Current Status
1.	CONNPLEX Raja bazar brij saroz	Collectorate Office, Bihar	21/01/2025	Applied for renewal of cinema license, pending from concerned authority



2.	CONNPLEX J D Mall	Collectorate Office, Bihar	18/12/2024	Applied for renewal of cinema license, pending from concerned authority
3.	CONNPLEX S R Arcade	Collectorate Office, Bihar	28/11/2024	Applied for renewal of cinema license, pending from concerned authority
4.	CONNPLEX Katihar	Collectorate Office, Bihar	17/12/2024	Applied for renewal of cinema license, pending from concerned authority
5.	CONNPLEX Nawada	Collectorate Office, Bihar	01/01/2025	Renewed
6.	Connplex Siwan	Collectorate Office, Bihar	24/11/2024	Applied for renewal of cinema license, pending from concerned authority
7.	Connplex Prahladnagar	Collectorate Office, Ahmedabad	02/12/2024	Applied for renewal of cinema license, pending from concerned authority
8.	Connplex Mehsana	Collectorate Office, Mehsana	17/10/2024	Applied for renewal of cinema license, pending from concerned authority

Fire NOCs has been submitted for renewal to the concerned authorities for the below properties. The details are as follows:

S. No	Particulars	Issuing Authority	Date of Application	Current Status
1.	CONNPLEX Raja Bazar	Fire Department	04/04/2025	Renewed
2.	CONNPLEX Katihar	Fire Department	15/12/2024	Applied for renewal of Fire NOC, pending from concerned authority
3.	CONNPLEX Nawada	Fire Department	01/01/2025	Renewed
4.	Connplex Siwan	Fire Department	30/11/2024	Renewed

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its constitution from Private Limited to Public Limited.



## **SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated November 21, 2024 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- a) the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); and
- b) if such company fulfills both the below mentioned conditions: -
  - i. Such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1) (pp) of the SEBI(ICDR)Regulations; and
  - ii. The Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Based on the above, the following Companies are identified as our Group Companies: -

1. Connplex Sky Theatres Private Limited
2. Connplex Home Theatre Private Limited

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from its audited financial statements (as applicable) is available at the website indicated below.

Our Company is providing a link to such website solely to comply with the requirements specified under the SEBI ICDR Regulation.

### **DETAILS OF OUR GROUP COMPANIES:**

#### **1. CONNPLEX SKY THEATRES PRIVATE**

##### ***Corporate Information***

Connplex Sky Theatres Private Limited was incorporated on April 16, 2021 under the Companies Act, 2013 as a Private Limited Company, bearing Registration No. 122069. The CIN of Connplex Sky Theatres Private Limited is U92490GJ2021PTC122069. The Registered Office is situated at 703, Titanium One, Nr Pakvan Cross Road S. G. Highway Bodakdev Ahmedabad-380054, Gujarat, India.

##### ***Financial Information***

The details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Connplex Sky Theatres Private Limited for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 available in terms of the SEBI ICDR Regulations are available on its website at [www.theconnplex.com](http://www.theconnplex.com).

#### **2. CONNPLEX HOME THEATRE PRIVATE LIMITED**

##### ***Corporate Information***

Connplex Home Theatre Private Limited was incorporated on March 09, 2021 under the Companies Act, 2013 as a Private Limited Company, bearing Registration No. 120982. The CIN of Connplex Home Theatre Private Limited is U74999GJ2021PTC120982. The Registered Office is situated at 703, Titanium One, Nr Pakvan Cross Road S. G. Highway Bodakdev Ahmedabad-380054, Gujarat, India.

##### ***Financial Information***

The details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net



asset value, derived from the audited financial statements of Connplex Home Theatre Private Limited for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 available in terms of the SEBI ICDR Regulations are available on its website at [www.theconnplex.com](http://www.theconnplex.com).

## **LITIGATIONS**

Except as disclosed in the chapter titled '*Outstanding Litigations and Material developments*' on page 207 of this Red Herring Prospectus, there is no other pending litigations against our Group Companies which can have a material impact on our Company.

## **COMMON PURSUITS**

As on the date of this Red Herring Prospectus, our Group Companies are engaged in similar line of business. Although there is no business activity at present.

### **Related business transactions within our Group Company and significance on the financial performance of the Company**

Except as disclosed in the Related Party Transactions in the chapter titled "*Restated Financial Statements*" on page 194 of this Red Herring Prospectus, there are no other related business transactions between Group Companies and our company.

## **BUSINESS INTEREST**

Except as disclosed in the Related Party Transactions in the chapter titled "*Restated Financial Statements*" on page 194 of this Red Herring prospectus, our Group Companies do not have any business interest in our company.

For further details on risks in relation to transactions being entered into with related parties, see "*Risk Factors*"-We have in the past entered into related-party transactions and may continue to do so in the future" on page 23 of this Red Herring Prospectus.

## **NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES**

### ***a) In the promotion of our Company:***

Our Group Companies does not have any interest in the promotion of our Company.

### ***b) In the properties acquired or proposed to be acquired by our Company in the past three years before filing the Red Herring Prospectus with stock exchange:***

Our Group Companies does not have any interest in the properties acquired or proposed to be acquired by our Company in the past three years before filing the Red Herring Prospectus with Stock Exchange.

### ***c) In transactions for acquisition of land, construction of building and supply of machinery:***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

### **Other Confirmations**

Our Group Companies are not listed on any stock exchange. Our Group Companies has not made any public or rights issue of securities in the preceding three years.



## **SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue Fresh Issue**

This Issue in terms of this Red Herring Prospectus has been authorized by the Board of Directors pursuant to a resolution dated October 25, 2024 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held on November 18, 2024 under section 62 (1) (c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the NSE EMERGE for using its name in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus pursuant to letter dated June 11, 2025. National Stock Exchange of India Limited is the Designated Stock Exchange.

### **Prohibition by the SEBI or other Governmental Authorities**

Our Company, our Group Company, our Promoter, our Promoter Group, our Directors, Person in control of Promoter or Company, have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities. The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority. Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **Association with Securities Market**

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our group companies, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “Outstanding Litigations And Material Development” beginning on page 207 of the Red Herring Prospectus.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Red Herring Prospectus.

### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Issue.

Our Company is eligible for the Issue in accordance with the Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, whereby, an issuer whose post issue paid-up capital is more than ten crore rupees but less than twenty-five crore rupees. Our Company shall issue shares to the public and has proposed to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of NSE i.e. NSE EMERGE).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations.

We confirm that:

1. In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue was 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total Issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 49 of this Red Herring Prospectus.
2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is

not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus/Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Red Herring Prospectus/Prospectus.
4. In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the BRLM and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 49 of this Red Herring Prospectus.

**5. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 2013

**6. The Post Issue paid up capital of the company will be less than ₹25 Crore.**

The present paid-up capital of our Company is ₹1400.00 Lakhs and we are proposing issue of up to 51,00,000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Lakhs which is more than ₹ 10.00 Crores and not more than ₹ 25.00 Crore.

**7. The Company has a track record of at least 3 years as on the date of filling Red Herring Prospectus.**

**8. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net Profit as Restated	1,900.99	408.75	164.84
Add: Depreciation	156.00	115.88	64.29
Add: Interest on Loan	11.14	5.65	3.94
Add: Income Tax/ Deferred Tax	676.65	142.72	53.69
Less: Other Income	(117.22)	(53.53)	(23.90)
<b>EBITDA</b>	<b>2,627.56</b>	<b>619.47</b>	<b>262.86</b>

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net Worth as per Restated Financial Statement	2,443.98	543.00	134.25

- (i) Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.
- (ii) Operating Profit has defined as earnings before interest, depreciation and tax from operations.

**9. The company/entity should have positive free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.**

Criteria of Free cash flow to Equity (FCFE) of the Company which is given hereunder based on Restated Financial Statement.

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Cash flow from Operations	280.29	402.46	882.68
Less: Purchase of Fixed Assets (Net of sales)	(195.21)	(305.33)	(547.93)
Add: Net Borrowings	44.77	(5.01)	27.41
Less: Interest x (1-T)	(8.21)	(4.19)	(2.97)





FCFE	121.64	87.93	359.19
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10. The Company will mandatorily facilitate trading in demat securities and entered into agreement with both the depositories.
11. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
12. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
13. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
14. There has been no change in the promoters of the Company in the preceding one year from date of filing application to SME Platform of NSE
15. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.
16. Our Company has a website i.e., [www.theconnplex.com](http://www.theconnplex.com)
17. Offer for sale (OFS) The proposed IPO of our company involves only the issuance of fresh equity shares, with no selling shareholders participating in the Offer for Sale (OFS). Therefore, the eligibility criteria related to the Offer for Sale, which states that the OFS by selling shareholders in an SME IPO cannot exceed 20% of the total issue size and that selling shareholders cannot sell more than 50% of their holding, is not applicable.

As per Regulation 247 of the SEBI ICDR Regulations, our Company has ensured that:

- 1) The draft offer document filed with the SME exchange shall be made public for comments, if any, for a period of at least twenty one days from the date of filing, and the same will be hosting on websites of our Company at [www.theconnplex.com](http://www.theconnplex.com), website of stock exchange at [www.nseindia.com](http://www.nseindia.com) and Book Running lead manager at [www.beelinemb.com](http://www.beelinemb.com).
- 2) The Company shall, within two working days of filing the draft offer document with the NSE EMERGE, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of the draft offer document with the NSE EMERGE and inviting the public to provide their comments to the NSE EMERGE, the Company or the Book Running lead manager in respect of the disclosures made in the draft offer document.
- 3) The Book Running lead manager shall, after expiry of the period stipulated in sub-regulation (1) of Regulation 227, file with the SME exchange, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document.
- 4) The Company and the Book Running Lead Manager shall ensure that the draft offer document are hosted on the websites as required under these regulations and its contents are the same as the versions as filed with the Registrar of Companies, Board and the NSE EMERGE.
- 5) The BRLM and Company shall provide copies of the offer document to the public as and when requested.

#### Other Disclosures:

- 1) We have Disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company in the Red Herring Prospectus.
- 2) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- 3) We have Disclosed the details of the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation, For details, please refer the chapter "Outstanding Litigations & Material Developments" on page no. 207 of this Red Herring Prospectus.
- 4) We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "Outstanding Litigation & Material Developments" on page no. 207 of this Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the SME platform. National Stock Exchange of India Limited is the Designated Stock Exchange.
- Our Company has entered into an agreement dated September 14, 2020 with NSDL and agreement dated January 10, 2025 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialized form.
- Our Company has made firm arrangements of finance through verifiable means towards seventy-five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals – Not required as the object of Issue is working capital requirement, general corporate purpose and issue expenses, for details, please refer the chapter “Objects of the Issue” on page no. 80 of this Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 02, 2025.**

**THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of sections 26, 32 and 33 of the Companies Act,

### **Disclaimer from our Company and the Book Running Lead Manager**

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. The BRLM accept no responsibility, save to the limited extent as provided in the MOU entered between the BRLM (Beeline Capital Advisors Private Limited) and our Company on December 27, 2024 and the Underwriting Agreement dated July 10, 2025 entered into between the Underwriters and our Company and the Market Making Agreement dated July 10, 2025 entered into among the Market Maker and our Company. All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our subsidiary, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

### **Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Ahmedabad, Gujarat.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **Disclaimer Clause under Rule 144a of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **Disclaimer Clause of the SME Platform of National Stock Exchange of India Limited**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref: NSE/LIST/5141 dated June 11, 2025 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

### **Filing**

This Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

The copy of the Red Herring Prospectus will not have filed with SEBI and SEBI will not issue any observation on the Red Herring Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>. A copy of the Red Herring Prospectus and Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.

Pursuant to Regulation 246 (3), the Draft Red Herring Prospectus shall be filed along with due diligence certificate as per Form A of schedule V to which the site visit report of the issuer prepare by the BRLMs is annexed including additional confirmations as provided in Form G of schedule V with NSE EMERGE Platform of National Stock Exchange of India Limited.

### **Listing**

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated June 11, 2025 for listing of equity shares on NSE EMERGE. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of this Red Herring Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-



- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
  - b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
  - c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,
- Shall be liable to action under section 447 of the Companies, Act 2013

#### **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue, Monitoring Agency and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s A Y & Co, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus.

#### **Experts Opinion**

Except for the reports in the section “Financial information of our Company” and “Statement of Possible Tax Benefits” on page 194 and 97 of this Red Herring Prospectus from the Peer Review Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

#### **Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Red Herring Prospectus except as disclosed in this Red Herring Prospectus.

#### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled “Capital Structure” beginning on page 61 of this Red Herring Prospectus.

#### **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

#### **Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

#### **Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies/ Subsidiaries and Associates of our Company**

Except as stated in the chapter titled “Capital Structure” beginning on page 61 of this Red Herring Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

#### **Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

Except as disclosed in this Red Herring Prospectus, all of our Group/ Associate are unlisted and have not made a public issue of shares.

#### **Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.





### **Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

### **Option to Subscribe**

Equity Shares being offered through the Red Herring Prospectus can be applied for in dematerialized form only.

### **Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

### **Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of Red Herring Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on November 21, 2024. For further details on the Stakeholders Relationship Committee, please refer to section titled “Our Management” beginning on page 174 of this Red Herring Prospectus.

Our Company has appointed Mrs. Ratika Khandelwal, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

#### **Mrs. Ratika Khandelwal**

Block C-1001, Krish Cubical, Opp. Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Thaltej, Ahmedabad, Daskroi, Gujarat, India, 380059; **Tel. No:** +91-9909049481; **E-mail:** [cs@theconnplex.com](mailto:cs@theconnplex.com); **Website:** [www.theconnplex.com](http://www.theconnplex.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non- receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

### **Disposal of investor grievances by listed companies under the same management as our Company**

We do not have any listed company under the same management.





### Change in Auditors during the last three (3) years

Except as disclosed in Chapter titled “General Information” beginning on Page 49 of this Red Herring Prospectus; there are no changes in the Auditors of the company during the last three years.

### Capitalization of Reserves or Profits

Except as disclosed under section titled “Capital Structure” beginning on page 61 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

### Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of this Red Herring Prospectus.

### Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “Statement of Possible Tax Benefits” beginning on page 97 of this Red Herring Prospectus.

### Purchase of Property

Other than as disclosed in Section “Business Overview” on page 123 of the Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Red Herring Prospectus, other than property, in respect of which: The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material. Except as stated elsewhere in the Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

### Servicing Behavior

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

### Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed in chapter titled “Our Management” beginning on page 174 And Restated Statement of Related Party Transactions” under chapter titled “Financial Information of our Company” beginning on page 194 of the Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

### Exemption from complying with any provision of security laws, if any granted by SEBI

As on date of Red Herring Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI

### Statement on Price Information of Past Issues handled by Beeline Capital Advisors Private Limited:

#### SME IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Toss The Coin Limited	9.17	182.00	December 17, 2024	345.80	+348.79 (-4.91%)	104.73% (-8.50%)	+137.20% (+0.54%)
2.	Anya Polytech	44.80	14.00	January	17.10	58.57%	55.00%	87.86%

	and Fertilizers Limited			02, 2025		(-2.81%)	(-4.23%)	(+5.49%)
3.	Parmeshwar Metal Limited	24.74	182.00	January 09, 2025	345.80	4.34% (0.31%)	1.85% (-4.37%)	4.92% (7.50%)
4.	B.R.Goyal Infrastructure Limited	85.21	135.00	January 14, 2025	135.75	-19.07% (-0.43%)	-18.89% (-1.75%)	+9.70 (+7.84)
5.	H.M. Electro Mech Limited	27.74	75.00	January 31, 2025	81.00	-20.89% (-5.55%)	1.16% (+3.24%)	10.67% (+4.95%)
6.	Solarium Green Energy Limited	105.04	191.00	February 13, 2025	202.00	19.55% (-3.03%)	50.16% (+6.58%)	N.A.
7.	Identixweb Limited	16.63	54.00	April 03, 2025	55.00	15.70% (+5.51%)	+12.98 (+9.70)	N.A.
8.	Neptune Petrochemicals Limited	73.20	122.00	June 04, 2025	132.75	+17.54 (+3.19)	N.A.	N.A.
9.	Cryogenic Ogs Limited	17.77	47.00	July 10, 2025	89.30	N.A.	N.A.	N.A.
10.	Monarch Surveyors and Engineering Consultants Limited	93.75	250.00	July 29, 2025	421.25	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### MAIN BOARD IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Mamata Machinery Limited	179.35	243.00	December 27, 2024	600.00	72.74% (-3.31%)	+44.81% (-1.79%)	+74.14% +4.26%
2.	Borana Weaves Limited	144.89	216.00	May 27, 2025	243.00	+1.76 (+1.48)	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

#### Note:

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/ 90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

#### SME IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %
2025-26	4	201.35	-	-	-	-	-	2	-	-	-	-	-	-
2024-25	24	1165.44	-	-	4	14	-	6	-	5	3	9	2	4
2023-24	21	770.18	-	-	3	13	3	2	-	2	2	15	1	1
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5

#### MAIN BOARD IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %
2025-26	1	144.89	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	1	179.35	-	-	-	1	-	-	-	-	-	1	-	-
2023-24	NIL													
2022-23	NIL													
2021-22	N.A													

#### Notes:

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Track Record of past issues handled by Beeline Capital Advisors Private Limited:** For details regarding track record of BRLM to the issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: [www.beelinemb.com](http://www.beelinemb.com)

#### Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

## **SECTION XIII – ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on October 25, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on November 18, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013. Expenses for the Issue shall be borne our Company in the manner specified in chapter titled “Objects of the Issue” beginning from page 80 of Red Herring Prospectus.

#### **Ranking of Equity Shares**

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, SCRA, SCRR, our MoA and AoA and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “Dividend Policy” and “Description of Equity Shares and Terms of the Articles of Association” beginning from page 193 and 285 of this Red Herring Prospectus.

#### **Face Value and Issue Price and Price Band**

The face value of each Equity Share is ₹10 and the Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Gujrati Edition of Financial Express, a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms



available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled “Description of Equity Shares and terms of the Articles of Association” beginning on page 285 of the Red Herring Prospectus.

#### **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1. Tripartite agreement dated September 14, 2020 between our Company, NSDL and the Registrar and Share Transfer Agent to the Company.
2. Tripartite agreement dated January 10, 2025 between our Company, CDSL and the Registrar and Share Transfer Agent to the Company.

#### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with SEBI (ICDR) Regulations, the minimum application size in terms of number of specified securities shall not be less than two lots. Provided that the minimum application size shall be above ₹2 lakhs.*

#### **Minimum Number of Allottees**

The minimum number of allottees in the Issue shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

#### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.



### Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue and price band advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

### ISSUE PROGRAM

Events	Indicative Dates
Bid/Offer Opening Date	Thursday, August 07, 2025
Bid/Offer Closing Date	Monday, August 11, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, August 12, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about Wednesday, August 13, 2025
Credit of Equity Shares to Demat accounts of Allottees	On or about Wednesday, August 13, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Thursday, August 14, 2025

*Note - Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

*\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked*



- (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock.
- (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock
- (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking.

The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 4.00 p.m. (IST) for Individual Investor and Non- Individual Investor Bidders. The time for applying for Individual Investor Bidders on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 4.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs, Non-Institutional Applicants and Individual Investor are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage.

## **Submission of Bids**

### **Bid/Issue Period (except the Bid/Issue Closing Date)**

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

**Bid/Issue Closing Date**

- Bidding for all Categories on the last day shall close at 4:00 PM.
- UPI Mandate Acceptance/ Confirmation shall be available upto 5:00 PM on the last day of bidding.

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- i) 4.00 p.m. IST for all Bidders, and
- ii) until 4.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Investor Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- ApplicationForm, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the FloorPrice and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

**Minimum Subscription**

This Issue is not restricted to any minimum subscription level and the Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty). Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, the minimum *application size in terms of number of specified securities* shall not be less than two lots. *Provided that the minimum application. size shall be above ₹2 lakhs.*

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled "Capital Structure" beginning on page 61 of the Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer sub-heading "Description of Equity Shares and terms of the Articles of Association" on page 285 of the Red Herring Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the paid up Capital of the company is more than ₹10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post- Offer face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further Offer of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall



migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further Issue of capital by the Company shall be made unless;

- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME platform of NSE, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE. For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to "General Information - Details of the Market Making Arrangements for this Issue" on page 49 of the Red Herring Prospectus.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### **Pre-Issue and Price Band Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue and price band advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, Financial Express; (ii) All editions of Hindi National Newspaper, Jansatta and (iii) Regional Newspaper, Gujarati Edition of Financial Express each with wide circulation. In the pre-Issue and price band advertisement, we shall state the Bid/Issue Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is more than Rs. 10 Crores, but less than Rs.25 crore shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 243 and 254 of the Red Herring Prospectus.

The Issue comprise of a Public Issue of upto 51,00,000 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of [●] per Equity Shares (including a premium of [●] per equity share) aggregating to [●] lakhs (“the issue”) by our Company of which 2,56,000 Equity Shares of ₹10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of 48,44,000 Equity Shares of ₹10/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute 26.70% and 25.36% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Individual Investors
Number of Equity Shares available for allocation	Up to 2,56,000 Equity Shares	Not more than 24,20,800 Equity Shares.	Not less than 7,27,200 Equity Shares	Not less than 16,96,000 Equity Shares
Percentage of offer Size available for allocation	5.02% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 48,800 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to 9,20,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 14,52,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate as follows: a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Proportionate



Mode of Bid	Only through the ASBA process.		Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares	Such number of Equity shares in multiple of [●] Equity shares	[●] Equity Shares in multiple of [●] Equity shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder
Trading Lot	[●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

**This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Issue Structure” on page 250 of the Red Herring Prospectus.**

- (1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.





Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Individual Investor Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

### Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue and price band advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

### Bid/Issue Programme:

Events	Indicative Dates
Bid/Issue Opening Date	Thursday, August 07, 2025
Bid/ Issue Closing Date	Monday, August 11, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange	On or Before Tuesday, August 12, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or Before Wednesday, August 13, 2025
Credit of Equity Shares to Demat accounts of Allottees	On or Before Wednesday, August 13, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before Thursday, August 14, 2025

*Note - Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.



It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for IIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Issue has been undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular shall come into force for initial public Issues opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.

The processing fees for applications made by Individual Investor Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus.

Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

## Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

## Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Individual Investor Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by IIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and

will be replaced by the UPI payment mechanism.

**Phase III:** The commencement period of Phase III is notified. In this phase, the time duration from public issue closure to listing is reduced to three Working Days.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Investor Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the IIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. IIs (other than the IIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. IIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour*</b>
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by IIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries’)

<b>Sr. No. Designated Intermediaries</b>	
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counterfoil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b> <b>For applications submitted by investors to intermediaries other than SCSBs:</b> <b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by



stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/ Issue Opening Date.

Bid cum application for for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India

- published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Individual Investor Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares.

### 2. For Other than Individual Investor Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper-Financial Express, all editions of Hindi national newspaper- Jansatta and Regional Edition of newspaper-Gujrati Edition of Financial Express where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper -Financial Express , all editions of Hindi national newspaper- Jansatta and Edition of Regional newspaper-



Gujrati Edition of Financial Express where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

- b) During the Bid/ Issue Period, Individual Investor Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 254 of this Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to



revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Investor Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Individual Investor Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Investor Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

- 1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- 2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- 3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- 4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.



5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investor Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.





- where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations,



participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made



in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of



such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Individual Investor Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of



Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “Connplex Cinemas Limited IPO – Anchor Account- R”
- b. In case of Non-Resident Anchor Investors: — “Connplex Cinemas Limited IPO – Anchor Account- NR”
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall



forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non- Individual Investor Bidders and Individual Investor Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify





the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

### **Withdrawal of Bids**

*Withdrawal and cancellation shall not be applicable to QIBs, Non-Institutional Applicants and Individual Investor. Once a bid has been submitted by an QIBs, Non-Institutional Applicants and Individual Investor in the prescribed manner, it shall be considered final and binding. QIBs, Non-Institutional Applicants and Individual Investor will not have the option to revise the bid amount downwards or withdraw their bids after submission.*

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.
- g)

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of

which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC**

- Our company has entered into an Underwriting Agreement dated July 10, 2025
- A copy of Red Herring Prospectus will be registered with the ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre- Issue and Price Band Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre- Issue and price band advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the QIBs, Non-Institutional Applicants and Individual Investor are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

- Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be)

- and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Investor Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, II may submit their bid by using UPI mechanism for payment.
  9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
  10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
  11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by IIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
  12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  14. Ensure that the Demographic Details are updated, true and correct in all respects;
  15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
  16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  17. Ensure that the category and the investor status is indicated;
  18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
  19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
  21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
  22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
  23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
  24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
  25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
  26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
  27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
10. Do not submit the General Index Register number instead of the PAN;
11. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
12. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
15. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre- Issue or post Issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- (a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

## **GROUND S OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified inthe DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable forthe value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;

- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

**Allotment will be made in consultation NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:**

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.



If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5<sup>th</sup> application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **a. For Individual Investor Bidders**

Bids received from the Individual Investor Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investor Bidders will be made at the Issue Price.



The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investor Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Investor Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investor shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

- d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

**In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:**

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Individual Investor' means an investor who applies for minimum application size. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate

members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Investor Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue after the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:





- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated September 14, 2020 between NSDL, the Company and the Registrar to the Company;
- b) Tripartite Agreement dated January 10, 2025 between CDSL, the Company and the Registrar to the Company;

The Company's equity shares bear an ISIN No. INE0EAS01014

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## **SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

Sr. No.	Particulars	Headings
<b>I. INTERPRETATION CLAUSE</b>		
1.	<p>In these Articles —</p> <p>a. “Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force, and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.</p> <p>b. “Articles” means these articles of association of the Company or as altered from time to time.</p> <p>c. “Board of Directors” or “Board” means the collective body of the directors of the Company.</p> <p>d. “Company” means <b>CONNPLEX CINEMAS LIMITED</b>.</p> <p>e. “Depositories Act” means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.</p> <p>f. “Depository” means a depository as defined under Section 2(1)(e) of the Depositories Act.</p> <p>g. “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.</p>	Interpretation
2.	<p>h. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.</p> <p>i. Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender</p>	
<b>II. SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
1.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board, who may issue, allot, or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, and either at a premium or at par, and at such time as they may from time to time think fit.	Share capital and variation of rights

2.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, or within such other period as the conditions of issue shall provide:</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.</p> <p>ii. the Company agrees to issue certificates within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies, or to issue within fifteen days of such lodgement Pucca Transfer Receipts in denominations corresponding to the market units of trading, autographically signed by a responsible official of the Company, and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary.</p> <p>iii. Every certificate shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p> <p>v. Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership may be delivered to one of such joint owners on behalf of all of them. If any share stands in the names of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus, service of notices, and all or any other matter connected with the Company, except voting at meetings and the transfer of the shares, be deemed the sole holder thereof. However, the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.</p> <p>vi. Any member of the Company shall have the right to subdivide, split, or consolidate the total number of shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split, or consolidation.</p>	
3.	<p>If any share certificate be worn out, defaced, mutilated, or torn, or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof. If any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.</p>	
4.	<p>Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied, or for services rendered to the Company in the conduct of its business. Any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. <b>Provided that</b>, except with the sanction of the General Meeting, no option or right to call shall be given to any person by the Board.</p>	
5.	<p>i. The Company may exercise the powers of paying commissions conferred by the Act to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.</p>	

	iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other	
6.	<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.</p> <p>ii. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply</p>	
7.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	
8.	<p>i. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. In such a situation, the rights and obligations of the parties concerned and matters connected therewith shall be governed by the provisions of the <b>Depositories Act, 1996</b>, as amended from time to time, or any statutory modification thereto or re-enactment thereof.</p> <p>ii. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.</p> <p>iii. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:</p> <ol style="list-style-type: none"> <li>persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; or</li> <li>employees under any scheme of employees' stock options; or</li> <li>any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.</li> </ol> <p>iv. A further issue of securities may be made in any manner whatsoever as the Board may determine, including by way of Right Issue, preferential offer, private placement, or Initial Public Offering (IPO), subject to and in accordance with the Companies Act, 2013, the Rules made thereunder, SEBI regulations, and FEMA Regulations.</p> <p>v. The provisions of the foregoing Articles relating to the issue of certificates shall mutatis mutandis apply to the issue of certificates for any other securities, including debentures (except where the Act otherwise requires), of the Company.</p>	
<b>LIEN</b>		
9.	<p>i. The Company shall have a first and paramount lien:</p> <ol style="list-style-type: none"> <li>on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share.</li> <li>on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: <b>Provided</b> that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</li> <li>Every fully paid share shall be free from all lien, and in the case of partly paid shares, the Issuer's lien shall be restricted to monies called or payable at a fixed time in respect</li> </ol>	



	<p>of such shares.</p> <p>ii. The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.</p> <p>iii. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien</p>	
10.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p><b>Provided</b> that no sale shall be made—</p> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or to the person entitled thereto by reason of his death, insolvency, or otherwise.</p>	
11.	<p>i. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>iii. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by the relevant system, as the case may be) constitute a good title to the share, and the purchaser shall be registered as the holder of the share.</p> <p>iv. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.</p>	
12.	<p>i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p> <p>iii. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.</p> <p>iv. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.</p>	
	<b>CALLS ON SHARES</b>	
13.	<p>i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not made payable at fixed times by the conditions of allotment thereof.</p> <p>ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.</p> <p>iii. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.</p> <p>iv. A call may be revoked or postponed at the discretion of the Board.</p>	
14.	A call shall be deemed to have been made at the time when the resolution of the Board	

	authorizing the call was passed and may be required to be paid by installments.	
15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	
16.	<p>i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	
17.	<p>i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, by the terms of issue, such sum becomes payable.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture, or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
18.	<p>i. The Board –</p> <p>a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.</p> <p>ii. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.</p> <p>iii. All calls shall be made on a uniform basis on all shares falling under the same class. <b>Explanation:</b> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p> <p>iv. Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares, nor any part payment or satisfaction thereof, nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the forfeiture of such shares as herein provided.</p> <p>v. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities, including debentures, of the Company.</p> <p>vi. Where capital is paid in advance of calls on the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.</p>	
<b>TRANSFER OF SHARES</b>		
19.	<p>i. The securities or other interest of any member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of the transfer of securities shall be enforceable as a contract. A common form of transfer shall be used in the case of the transfer of shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and any statutory modification thereof for the time being, and shall be duly complied with in respect of all transfers of shares and the registration thereof.</p> <p>ii.</p> <p>a. The instrument of transfer of any share in the Company shall be duly executed by or on</p>	

	<p>behalf of both the transferor and transferee.</p> <p>b. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p>	
20.	<p>The Board may, subject to the right of appeal conferred by the Act, decline to register –</p> <p>a. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>b. any transfer of shares on which the Company has a lien.</p>	
21.	<p>The Board may decline to recognize any instrument of transfer unless—</p> <p>a. the instrument of transfer is in the form as prescribed in the rules made under sub-section (1) of section 56 of the Act;</p> <p>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>c. the instrument of transfer is in respect of only one class of shares.</p>	
22.	<p>i. Where shares are converted into stock:</p> <p>a. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges, and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>ii. Save as otherwise provided in the Act or any applicable law, no transfer of a share shall be registered unless a proper instrument of transfer, duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee, has been delivered to the Company, together with the certificate or certificates of shares, and if no such certificate is in existence, then the letter of allotment of the shares. Application for the registration of the transfer of a share may be made either by the transferor or by the transferee, provided that where such application is made by the transferor, no registration shall, in the case of a partly paid share, be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act. Subject to the provisions of the Articles, the Company shall, unless objection is made by the transferee, within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than seven days' previous notice in accordance with the Act or any other time period as may be specified by law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p> <p>iii. Subject to the provisions of the Act, the Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse, whether in pursuance of any power of the Company under the Articles or otherwise, to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or debentures of the Company. The Company shall,</p>	

	<p>within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on shares or other securities.</p> <p>iv. Only fully paid shares or debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances shall shares or debentures be transferred to any insolvent or a person of unsound mind.</p> <p>v. The instrument of transfer shall, after registration, be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register shall, on demand, be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.</p> <p>vi. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney, or similar other documents.</p> <p>vii. The Company may close the register of members, the register of debenture-holders, or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving previous notice of at least seven days or such lesser period as may be specified by SEBI.</p> <p>viii. The provisions of these Articles relating to the transfer of shares shall mutatis mutandis apply to any other securities, including debentures, of the Company.</p>	
<b>TRANSMISSION OF SHARES</b>		
23.	<p>i. On the death of a Member, the survivor or survivors, where the Member was a joint holder of the shares, and his nominee or nominees or legal representatives, where he was a sole holder, shall be the only person(s) recognized by the Company as having any title to his interest in the shares.</p> <p>ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	
24.	<p>i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either:</p> <p>a. to be registered himself as holder of the share; or</p> <p>b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>All the limitations, restrictions, and provisions of the Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p> <p>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.</p> <p>iii. The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.</p>	
25.	<p>i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by</p>	

	<p>executing a transfer of the share.</p> <p>iii. All the limitations, restrictions, and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>	
26.	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>	
27.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.	
<b>FORFEITURE OF SHARES</b>		
28.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment	
29.	<p>The notice aforesaid shall:</p> <p>a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>	
30.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	
31.	<p>i. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of either to the person who was, before such forfeiture, the holder thereof or entitled thereto, or to any other person, on such terms and in such manner as the Board thinks fit.</p> <p>ii. At any time before a sale, re-allotment, or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>	
32.	<p>i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.</p> <p>ii. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture, or waive payment in whole or in part.</p>	

	<p>iii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.</p>	
33.	<p>i. A duly verified declaration in writing that the declarant is a director, the manager, or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</p> <p>ii. The Company may receive the consideration, if any, given for the share on any sale, re-allotment, or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;</p> <p>iii. The transferee shall thereupon be registered as the holder of the share; and</p> <p>iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment, or disposal of the share.</p> <p>v. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for the transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold, and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.</p> <p>vi. Upon any sale, re-allotment, or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.</p>	
34.	<p>i. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. Provided, there shall be no forfeiture of unclaimed dividend before the claim for such dividend becomes barred by law. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.</p> <p>ii. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof shall forthwith be made in the register of members, but no forfeiture shall be invalidated by any omission, neglect, or failure to give such notice or make such entry as aforesaid.</p> <p>iii. The forfeiture of a share shall involve extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share.</p> <p>iv. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.</p> <p>v. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been</p>	



	payable by virtue of a call duly made and notified.	
	vi. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	
<b>ALTERATION OF CAPITAL</b>		
35.	<p>Subject to the provisions of the Act, the Company may, by ordinary resolution –</p> <ol style="list-style-type: none"> <li>increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</li> <li>consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</li> <li>convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ol>	
36.	<p>Where shares are converted into stock:</p> <ol style="list-style-type: none"> <li>The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;</li> <li>The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;</li> <li>Such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.</li> </ol>	
37.	<p>The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules:</p> <ol style="list-style-type: none"> <li>Its share capital; and/or</li> <li>Any capital redemption reserve account; and/or</li> <li>Any securities premium account; and/or</li> <li>Any other reserve in the nature of share capital.</li> </ol>	
38.	<p>Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with the benefit of survivorship, subject to the following and other provisions contained in these Articles:</p> <ol style="list-style-type: none"> <li>The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.</li> <li>On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.</li> </ol>	

	<p>c. Any one of such joint-holders may give effectual receipts for any dividends, interests, or other moneys payable in respect of such share.</p> <p>d. Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of the certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents), and any notice served on or sent to such person shall be deemed service on all the joint-holders.</p> <p>e. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto, and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney, then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.</p> <p>f. Several executors or administrators of a deceased member in whose sole name any share stands shall, for the purpose of this clause, be deemed joint-holders.</p> <p>g. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.</p>	
<b>CAPITALIZATION OF PROFIT</b>		
39.	<p>i. The Company, by ordinary resolution in a general meeting, may, upon the recommendation of the Board, resolve:</p> <p>a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>b. That such sum be accordingly set free for distribution in the manner specified in clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii) below, either in or towards:</p> <p>a. Paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>b. Paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>c. Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).</p> <p>iii. A securities premium account, a capital redemption reserve account, or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.</p> <p>iv. The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>	
40.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>a. Make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and</p> <p>b. Generally do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>a. To make such provisions, by the issue of fractional certificates, coupons, or by payment in cash or otherwise, as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and</p>	

	<p>b. To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p>	
<b>BUY BACK OF SHARES</b>		
41.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	
<b>GENERAL- MEETING</b>		
42.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	
43.	<p>(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>(ii) The general meeting, including the Annual General Meeting, shall be convened by giving notice of clear 21 days in advance as per Section 101 of the Companies Act, 2013. The directors, if they think fit, may convene a general meeting, including the Annual General Meeting, of the company by giving shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.</p>	
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
44.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>ii. No business shall be discussed or transacted at any general meeting except the election of the Chairperson while the chair is vacant.</p> <p>iii. The quorum for a general meeting shall be as provided in the Act.</p>	
45.	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company	
46.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	
47.	<p>i. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.</p> <p>ii. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.</p>	
48.	<p>i.</p> <p>a. The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules, and kept by making, within thirty days of the conclusion of every such meeting or passing of resolution by postal ballot, entries thereof in books kept for that purpose with their pages consecutively numbered.</p> <p>b. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting—</p> <p style="padding-left: 40px;">I. Is, or could reasonably be regarded, as defamatory of any person; or</p> <p style="padding-left: 40px;">II. Is irrelevant or immaterial to the proceedings; or</p> <p style="padding-left: 40px;">III. Is detrimental to the interests of the Company.</p> <p>c. The Chairperson shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.</p>	

	<p>d. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.</p> <p>ii.</p> <p>a. The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:</p> <p style="padding-left: 40px;">I. Be kept at the registered office of the Company; and</p> <p style="padding-left: 40px;">II. Be open to the inspection of any member without charge, during 11:00 a.m. to 1:00 p.m. on all working days other than Saturdays.</p> <p>b. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above:</p> <p style="padding-left: 40px;">Provided that a member who has made a request for a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.</p> <p>iii. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.</p>	
<b>ADJOURNMENT OF MEETING</b>		
49.	<p>i. The Chairperson may, suo-motu, adjourn the meeting from time to time and from place to place.</p> <p>ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>iv. Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	
<b>VOTING RIGHTS</b>		
50.	<p>i. Subject to any rights or restrictions for the time being attached to any class or classes of shares:</p> <p style="padding-left: 40px;">a. On a show of hands, every member present in person shall have one vote; and</p> <p style="padding-left: 40px;">b. On a poll, the voting rights of members shall be in proportion to their share in the paid up equity share capital of the company.</p>	
51.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	
52.	<p>i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members</p>	
53.	<p>i. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.</p> <p>ii. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty-eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares, unless the Board shall have previously admitted his right to vote at such meeting in</p>	

	respect thereof.	
54.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	
55.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.	
56.	<p>i. A member is not prohibited from exercising his voting rights on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.</p> <p>ii. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.</p>	
<b>PROXY</b>		
57.	<p>i. Any member entitled to attend and vote at a general meeting may do so either personally, through his constituted attorney, or through another person as a proxy on his behalf for that meeting.</p> <p>ii. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed, or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default, the instrument of proxy shall not be treated as valid.</p>	
58.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	
59.	<p>A vote given in accordance with the terms of an instruments of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	
<b>BOARD OF DIRECTORS</b>		
60.	<p>The First Directors of the Company shall be:</p> <p><b>1. Kishanlal</b>  <b>2. Shivank Parashar</b>  <b>3. Nitin Gupta</b>  <b>4. Rohit Dandriyal</b></p>	
	Unless otherwise determined by the company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen).	
61.	<p>i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.</p> <p>ii. The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary or special resolution, as applicable, passed by the Company in a general meeting.</p> <p>iii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel, and other expenses properly incurred by them—</p> <p>a. In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>b. In connection with the business of the Company.</p>	
62.	The same individual may, at the same time, be appointed as the Chairperson of the company as well as the Managing Director or Chief Executive Officer or Wholetime Director of the Company.	
63.	i. All cheques, promissory notes, drafts, hundis, bills of exchange, and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn,	

	<p>accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p> <p>ii. The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.</p>	
64.	<p>i. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p> <p>ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting, subject to the provisions of the Act.</p>	
65.	<p>i. The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p> <p>ii. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.</p> <p>iii. If the term of office of the Original Director is determined before he returns to India, the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.</p>	
66.	<p>i. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.</p> <p>ii. The director so appointed shall hold office only up to the date until which the director in whose place he is appointed would have held office if it had not been vacated.</p>	
<b>PROCEEDING OF BOARD</b>		
67.	<p>i. The Board of Directors shall meet at least once every calendar quarter, and there shall be at least 4 (four) Board meetings in every calendar year, in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.</p> <p>ii. A Board Meeting may be called by the Chairperson, or any one Director with the previous consent of the Chairperson, or the Company Secretary on the direction of the Chairperson. A meeting of the Board may be summoned at any time by giving notice in writing to the other directors specifying the date, time, venue, and agenda for such meeting. Except if approved by all the directors of the Company, no resolution may be passed at a meeting of the Board unless the nature of the business has been specified in the agenda. A minimum of 7 (seven) days' prior written notice shall be given to each director of any Board Meeting, accompanied by the agenda (specifying in reasonable detail the business of such meeting and attaching copies of all papers relevant for such meeting) for the Board Meeting, unless a majority of the directors have given written approval for a meeting at shorter notice.</p> <p>iii. Subject to the provisions of the Act and the provisions of these Articles, the quorum for a Board Meeting or a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off to the next higher number) or 2 (two) directors, whichever is higher.</p> <p>iv. The participation of directors in a meeting of the Board may be either in person, or through video conferencing, audio-visual means, or teleconferencing, as may be prescribed by the Rules or permitted under law.</p>	
68.	<p>i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p>	



	ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	
69.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	
70.	i. The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	
71.	i. The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit. ii. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. iii. The participation of directors in a meeting of the Committee may be either in person or through video conferencing, audio-visual means, or teleconferencing, as may be prescribed by the Rules or permitted under law.	
72.	i. A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	
73.	i. A Committee may meet and adjourn as it thinks fit. ii. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. iii. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	
74.	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	
75.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held	
76.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER</b>		
77.	Subject to the provisions of the Act:	

	<p>a. A chief executive officer, manager, company secretary, and chief financial officer may be appointed by the Board for such term, at such remuneration, and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary, and chief financial officer so appointed may be removed by means of a resolution of the Board. The Board may appoint one or more chief executive officers for its multiple businesses.</p> <p>b. A director may be appointed as chief executive officer, manager, company secretary, or chief financial officer.</p>	
78.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary and chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary and chief financial officer.	
<b>THE SEAL</b>		
79.	The Company shall not have any Common Seal.	
<b>DIVIDEND AND RESERVE</b>		
80.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	
81.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit	
82.	<p>i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves, which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> <p>ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
83.	<p>i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. However, if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.</p>	
84.	<p>i. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.</p> <p>ii. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.</p>	
85.	i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode, or by cheque or warrant sent through the post directed to the registered address of the holder, or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	

	<p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>iii. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to have made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made</p>	
86.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	
87.	The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	
88.	No dividend shall bear interest against the Company.	
<b>ACCOUNTS</b>		
89.	<p>i. The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.</p> <p>ii. No member (not being a director) shall have any right of inspecting any books of account or books and papers or documents of the Company except as conferred by law or authorized by the Board.</p>	
<b>WINDING UP</b>		
90.	<p>i. Subject to the applicable provisions of the Act and the Rules made thereunder, if the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities upon which there is any liability.</p>	
<b>INDEMNITY</b>		
91.	<p>a. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary, and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses, and expenses (including travelling expenses) which such director, manager, company secretary, or officer may incur or become liable for by reason of any contract entered into, or act or deed done by him in his capacity as such director, manager, company secretary, or officer, or in any way in the discharge of his duties in such capacity.</p> <p>b. Subject as aforesaid, every director, managing director, manager, company secretary, or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or discharged, or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.</p> <p>c. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>	

OTHERS		
92.	<p>i. Nomination by Securities Holders</p> <p>a. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.</p> <p>b. Where the Securities of the Company are held by more than one person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of the death of all the joint holders.</p> <p>c. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.</p> <p>d. Where the nominee is a minor, the holder of the Securities concerned can make the nomination to appoint, in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any person to become entitled to the Securities of the Company in the event of his death during the period of minority.</p> <p>e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.</p>	Nomination by Securities Holders
	<p>ii. Underwriting, Commission, and Brokerage</p> <p>a. The Company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:</p> <p>i. The payment of such commission shall be authorized in the company's articles of association.</p> <p>ii. The commission may be paid out of the proceeds of the issue or the profit of the Company, or both.</p> <p>iii. The rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued, or a rate authorized by the articles, whichever is less, and in case of debentures, shall not exceed two and a half percent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less.</p> <p>iv. The prospectus of the company shall disclose:</p> <p>The name of the underwriters.</p> <p>The rate and amount of the commission payable to the underwriter.</p> <p>The number of securities which is to be underwritten or subscribed by the underwriter, absolutely or conditionally.</p> <p>In lieu of a prospectus, the information shall be filed before the payment of the commission with the Registrar, and where a circular or notice (not being a prospectus) inviting subscription for the shares or debentures is issued, it shall also be disclosed in that circular or notice.</p> <p>v. There shall not be paid commission to any underwriter on securities which are not offered to the public for subscription.</p> <p>b. Save as aforesaid and save as provided in Section 53 of the Act, the Company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly, in payment of any commission, discount, or allowance, to any person in consideration of:</p>	Underwriting, Commission, and Brokerage

	<p>His procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in or debentures of the Company, whether the shares, debentures, or money be so allotted or applied by being added to the purchase money of any property acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid as the nominal purchase money or contract price, or otherwise.</p> <p>c. Nothing in this Article shall affect the power of the Company to pay such brokerage as it has heretofore been lawful for the Company to pay.</p> <p>d. The commission may be paid or satisfied (subject to the provisions of the Act and these articles) in cash, or in shares, debentures, or debenture stocks of the Company.</p>	
	<p>iii. Registers</p> <p>a. The Company shall keep and maintain at its registered office all statutory registers, namely: register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners, annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name, and register of contracts and arrangements, for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The index of beneficial owners shall also be in compliance with the Depositories Act, 1996, with details of shares held in dematerialized forms in any medium as may be permitted by law, including in any form of electronic medium.</p> <p>b. The registers and copies of the annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.</p>	Registers
	<p>iv. Dematerialisation of Shares</p> <p>a. The Company shall be entitled to treat the person whose name appears on the register of Members as the holder of any Share or whose name appears as the Beneficial Owner of Shares in the records of the Depository, as the absolute owner thereof. Provided, however, that provisions of the Act or the Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.</p> <p>b. Notwithstanding anything contained herein, but subject to the provisions of the Law, the Company shall be entitled to dematerialize its Shares, Debentures, and other Securities pursuant to the Depositories Act and offer its Shares, Debentures, and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law, including any form of electronic medium. The Company or a shareholder may exercise an option to issue, deal in, hold the Securities with a Depository in electronic form, and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.</p> <p>c. Every person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a person, who is the Beneficial Owner of the Shares, can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder. The Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of Shares.</p> <p>d. If a person opts to hold his Shares with a depository in a dematerialized form, notwithstanding anything contrary contained in the Articles, the Company shall intimate such Depository of the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the</p>	Dematerialisation of Shares

	<p>Shares.</p> <p>e. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.</p> <p>i. Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the Beneficial Owner.</p> <p>ii. Save as otherwise provided above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.</p> <p>f. Every person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.</p> <p>g. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives, or any other mode as prescribed by Law from time to time.</p> <p>h. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.</p>	
	<p>v. General Power</p> <p>Wherever in the Act, it has been provided that the Company shall have any right, privilege, or authority, or that the Company could carry out any transaction only if the Company is so authorized by its articles then and in that case this Article authorizes and empowers the Company to have such rights privileges or authorities and to carry out such transactions as have been permitted by the Act without there being any specific Article in that behalf herein provided.</p>	General Power
	<p>vi. Applicable law</p> <p>Means any statute notification bye law rules and regulations directive ordinance order or instruction having the force of law enacted or issued by any Governmental Authority or courts of competent jurisdiction whether in effect as on the date of these Articles or thereafter.</p>	Applicable law



## **SECTION XV – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies, for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected online with Registrar of Companies and at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/Issue Closing Date and online at website of company [www.theconnplex.com](http://www.theconnplex.com).

#### **Material Contracts**

1. Memorandum of Understanding dated December 27, 2024 between our Company Book Running Lead Manager to the Issue.
2. Agreement dated January 15, 2025 executed between our Company and the Registrar to the Issue (MUFG Intime India Private Limited)
3. Market Making Agreement dated July 10, 2025 between our Company, Book Running Lead Manager and Market Maker.
4. Banker to the Issue Agreement dated July 15 2025 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated July 10, 2025 between our Company, Book Running Lead Manager and Underwriters.
6. Tripartite Agreement dated January 10, 2025 among CDSL, the Company and the Registrar to the Company.
7. Tripartite Agreement dated September 14, 2020 among NSDL, the Company and the Registrar to the Company.
8. Syndicate Agreement dated July 10, 2025 between our Company, Book Running Lead Manager and Syndicate Member.
9. Monitoring Agency Agreement dated July 10, 2025 between our Company and the Monitoring Agency.

#### **Material Documents**

1. Certified copies of the COI, Memorandum and Articles of Association of the Company as amended.
2. Copy of the Board Resolution dated October 25, 2024 authorizing the Issue and other related matters.
3. Copy of Shareholder's Resolution dated November 18, 2024 authorizing the Issue and other related matters.
4. Copies of Standalone Audited Financial Statements of our Company for the years ended March 31, 2025, 2024 & 2023.
5. Peer Review Auditors Report dated July 10, 2025 on Restated Standalone Financial Statements of our Company for the years ended March 31, 2025, 2024 & 2023.
6. Copy of the Statement of Possible Tax Benefits dated July 10, 2025 from the Peer Review Auditor.
7. Search Report issued by A B Udani & Associates, Practicing Company Secretary dated December 24, 2024.
8. Certification from Anuj B. Udani, Practicing Company Secretary dated December 06, 2024 regarding eligibility of Independent Director under Section 149(6) of Companies Act, 2013.
9. Certificate from M/s. Nalin K Thakkar & Co. Chartered Accountants dated July 14, 2025 regarding the Working Capital Requirement of the company.
10. Certificate from M/s. AY & Co., Chartered Accountants, dated July 10, 2025 regarding Key Performance Indicators.
11. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Monitoring Agency, Syndicate Member, Underwriter, Banker to our Company, Banker to the Issue and Sponsor Bank, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to, in their respective capacities.
12. Board Resolution dated January 16, 2025 for approval of Draft Red Herring Prospectus, dated August 02, 2025 for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
13. Due Diligence Certificate from Book Running Lead Manager dated August 02, 2025 filed with SEBI.
14. Site Visit Report of the Company.
15. Approval from BSE vide letter dated June 11, 2025 to use the name of NSE in the Prospectus for listing of Equity Shares on the



Emerge Platform of National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in the Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



### **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/ regulations issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Red Herring Prospectus. No statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Red Herring Prospectus are true and correct.

#### **SIGNED BY THE DIRECTORS OF OUR COMPANY:**

\_\_\_\_\_  
**Mr. Anish Tulshibhai Patel**  
*Managing Director*  
DIN: 07823715

\_\_\_\_\_  
**Mr. Rahul Kamleshbhai Dhyani**  
*Joint Managing Director*  
DIN: 05172592

\_\_\_\_\_  
**Mr. Ronak Ashokbhai Mehta**  
*Independent Director*  
DIN: 10525257

\_\_\_\_\_  
**Mr. Parshwa Shah**  
*Independent Director*  
DIN: 07866765

\_\_\_\_\_  
**Ms. Amisha Gandhi**  
*Independent Director*  
DIN: 10525257

#### **SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY: -**

\_\_\_\_\_  
**Mr. Pujan Thakkar**  
*Chief Financial Officer*

\_\_\_\_\_  
**Mrs. Ratika Khandelwal**  
*Company Secretary and Compliance Officer*

**Date – August 02, 2025**  
**Place – Ahmedabad, Gujarat**